

FILED/EFFECTIVE

MAY 21 3 46 PM '01

ARTICLES OF INCORPORATION

FOR

**SECRETARY OF STATE
STATE OF IDAHO**

GRAND ESTATES, INC.

The undersigned, acting as incorporators under the corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is GRAND ESTATES, INC.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act including, but not by way of limitation, the purpose of operating a writing and publishing business.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares with \$1.00 par value.

FIFTH: The address of the initial registered office of the corporation is 25600 Duff Lane, Middleton, Idaho 83644, and the name and address of its initial registered agent is: Julie M. Bushman, 25600 Duff Lane, Middleton, Idaho 83644.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until a successor is elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Julie M. Bushman	25600 Duff Lane Middleton, Idaho 83644
Riley A. Bushman	25600 Duff Lane Middleton, Idaho 83644

IDAHO SECRETARY OF STATE

**05/22/2001 09:00
CK: 5492 CT: 123332 BH: 398485**

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1 @ 20.00 = 20.00 EXPEDITE C # 3**

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SEVENTH: The name and address of each incorporator is as specified in paragraph Sixth above.

EIGHTH: Amendment of the Bylaws of the corporation by the Board of Directors shall require majority approval of those directors present either in person or by proxy at a meeting of the Board of Directors duly called at which a quorum is present.

NINTH: The Board of Directors may create such committee or committees as it deems to be necessary or advisable with only such power and authority as is specifically defined in the resolution establishing such committee.

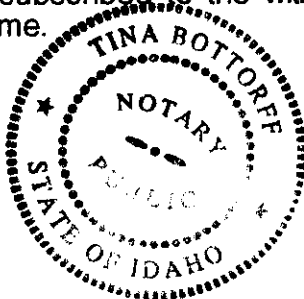
TENTH: The Articles of Incorporation shall not be removed, modified or amended except upon approval of a majority of all of the shareholders at a regular or special meeting of the shareholders called for such meeting.


DATED this 21st day of May, 2001.


JULIE M. BUSHMAN

STATE OF IDAHO }
County of Ada } ss.

On this 21st day of May, 2001, before me, a notary public, personally appeared JULIE M. BUSHMAN, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.




NOTARY PUBLIC FOR IDAHO
Residing at: Base, Idaho
My commission expires: 23/01