

ARTICLES OF INCORPORATION
OF
THE DUCHESS, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, a natural person of full age, a citizen of the United States of America, and a resident of the State of Idaho, do voluntarily sign these Articles for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho.

ARTICLE I

The name of this corporation shall be **THE DUCHESS, INC.**

ARTICLE II

The purpose for which this corporation is formed is to carry on any lawful business, which shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

ARTICLE III

The existence of this corporation shall be perpetual.

ARTICLE IV

The principal office or place of business of this corporation shall be at 2619 Palouse, Boise, Idaho 83705, but the corporation may maintain an office in such towns, cities and places outside the State of Idaho as the Board of Directors may from time to time determine or, as may be designated by the By-Laws of the corporation. The Registered Agent of said office is JANET R. RICE.

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ARTICLE V

The total amount of the authorized capital stock of this corporation is \$10,000.00, with no par value.

ARTICLE VI

The members of the governing board of this corporation are styled "Directors," and the Board of Directors shall consist of at least one (1) and no more than five (5) as may be determined by the By-Laws of the corporation.

ARTICLE VII

The capital stock of the corporation shall be nonassessable; and each of them, shall not be subject to assessment nor be liable for the debts, obligations or liabilities of this corporation.

ARTICLE VIII

The name and address of the incorporator signing these Articles is as follows:

<u>Name</u>	<u>Address</u>
JANET R. RICE	2619 Palouse Street Boise, ID 83705

ARTICLE IX

A member of the Board of Directors of this corporation shall not be required to be a holder of any of the shares of capital stock of this corporation.

ARTICLE X

The names and addresses of the directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
JANET R. RICE	2619 Palouse Street Boise, Idaho 83605

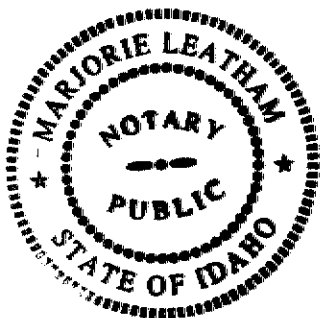
IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation this 22th day of July, 1997.

Janet R. Rice
JANET R. RICE

STATE OF IDAHO)
 :SS.
County of Ada)

On this 22th day of July, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared JANET R. RICE, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Marjorie Leatham
NOTARY PUBLIC for Idaho
Residing at Boise, Idaho
My Commission Expires: 3-15-98