

ARTICLES OF INCORPORATION  
OF  
DREAM WORLD INCORPORATED

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COUNTY CLERK

ARTICLE I

The name of the corporation shall be DREAM WORLD INCORPORATED.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

1. To own and operate a business for the design, invention, fabrication, construction, manufacture, and production of new products.
2. To own property, real and personal, and enter into leases and contracts and engage in all other activities necessary for such purpose.
3. To engage in any other lawful business or activity whatsoever which may hereafter from time to time be authorized by the Board of Directors.

ARTICLE IV

The mailing address of the registered office of the corporation is: P.O. Box 89, Bonners Ferry, Idaho 83805.

The street address is Rt 1, Box 474AB County Road 2122, Bonners Ferry, Idaho 83805.

The name of the registered agent at such address is:

Scot S. Lindsay.

ARTICLE V

1. The total authorized number of shares of the corporation is Ten Thousand Shares (10,000) without par value.
2. These Articles of Incorporation constitute the adoption of a plan by the corporation pursuant to the provisions of Section 1244 of the Internal Revenue Code of 1954 to offer the authorized shares of its

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capital stock to be issued within two years from the approval of such Articles of Incorporation by the Secretary of State and to be known as "Section 1244 Stock."

#### ARTICLE VI

The amount of paid-in capital with which the corporation will begin business is SIX HUNDRED DOLLARS AND NO CENTS (\$600.00) and the corporation will not commence business until consideration of that value has been received for issuance of its shares.

#### ARTICLE VII

Shareholders of this corporation shall have preemptive rights to acquire additional shares issued by the corporation.

#### ARTICLE VIII

The corporation shall have two (2) directors or such smaller or greater number of directors as shall now or hereafter be specified in the Bylaws of the corporation. The first directors shall be:

Scot S. Lindsay  
P.O. Box 89  
Bonners Ferry, Idaho 83805

#### ARTICLE IX

The name and address of the incorporator is:

Drake D. Mesenbrink  
P. O. Box 68  
Silverdale, Washington 98383

#### ARTICLE X

In all elections for directors, every shareholder shall have the right to vote in person or by proxy the number of shares of stock held by him for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

#### ARTICLE XI

1. The directors of this corporation need not be residents of the State of Idaho or shareholders of the corporation.
2. The Board of Directors shall have authority to fix the compensation of the directors.

3. The Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of this corporation, subject to the power of the shareholders having voting power to alter, amend or repeal such Bylaws.

#### ARTICLE XII

No contracts or other transactions between the corporation and any other corporation shall in any way be affected or invalidated by the fact that any director of the corporation is pecuniarily or otherwise interested in, or is a director or officer of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contracts or transactions with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

#### ARTICLE XIII

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and directors are subject to this reserve power.

IN WITNESS WHEREOF, the incorporator hereinabove named has hereunto set his hand in duplicate this 15th day of 1999.



DRAKE D. MESENBRINK

CONSENT TO SERVE AS REGISTERED AGENT

I, Scot S. Lindsay, hereby consent to serve as registered agent in the State of Idaho for the following corporation: Dream World Incorporated. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

DATED this 18<sup>th</sup> day of December, 1999.

  
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SCOT S. LINDSAY

P.O. BOX 89  
RT 1, BOX 474AB COUNTY ROAD 2122  
BONNERS FERRY, IDAHO 83805

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