



ARTICLES OF INCORPORATION

FILED

To the Secretary of State of the State of Idaho

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation:

98 DEC -7 AM 8:42

SECRETARY OF STATE
STATE OF IDAHO

Article 1: The name of the corporation shall be: B + G ENTERPRISES, INC.

Article 2: The number of shares the corporation is authorized to issue is: 1,000,000

Article 3: The street address of the registered office is: 29340 E HARDY LOOP RD. CATALDO, ID
83810 and the registered agent at such address is: CARL L BLALACK

Article 4: The name and address of the incorporator are: DALE GILBERT
29340 E HARDY LOOP RD CATALDO, ID 83810

Article 5: The mailing address of the corporation shall be: 29340 E HARDY LOOP RD.
CATALDO, ID 83810

Optional articles:

SEE ATTACHED

Signature of an incorporator:

Dale Gilbert

Customer Acct #:

(if using pre-paid account)

IDAHO SECRETARY OF STATE

12/07/1998 09:00

CK: 6875 CT: 187705 BH: 167622

1 @ 100.00 = 100.00 CORP # 2

1 @ 20.00 = 20.00 CORP SUR # 3

1 @ 20.00 = 20.00 EXPEDITE C # 4

C126532

ARTICLES OF INCORPORATION

OF

B. G. ENTERPRISES

Know all men by these presents that we, the undersigned, citizens of the United States of America, each of legal age, do here by voluntarily associate ourselves together for the purpose of forming a domestic corporation under and by virtue of the laws of the state of Idaho, and we do hereby make, sign, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I.

The name of this corporation is, and shall be B. G. ENTERPRISES

ARTICLE II.

The objects and purposes for which this corporation is formed are as principals, agents, or otherwise, to do in any part of the world any and every of the things therein set forth or permitted by law to the same extent as natural persons might and could do. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the corporation shall have power:

2.1 This corporation is organized and chartered expressly for the purpose of operating under the small business Investment Act of 1958, as amended, and will operate in the manner and shall have the powers and responsibilities and be subject to the limitations provided by such act and the regulations promulgated thereunder.

2.2 To manufacture, buy, sell, prepare for market, fabricate, transport, contract to furnish, and generally deal in and deal with at wholesale, and on commission or otherwise, building supplies and materials of all kinds and descriptions, -----?

2.3 To establish, build, purchase, lease, acquire, own, hold, maintain, improve, equip, manage, use, occupy and operate stores, shops, departments, storage facilities, offices, factories, buildings, structures, improvements and properties useful, necessary and convenient in connection with any of the purposes of the corporation or related or incidental thereto.

2.4 To purchase, take, receive, lease or otherwise acquire, own, hold, use, improve and otherwise deal in and with, and sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of lands, real estate, real property, chattels, real and estates, interest, rights and equities of all kinds in lands.

2.5 To enter into, make, perform and carry out any and all contracts or every kind, amount and character with any person, firm, association, corporation, federal or state government, or any political subdivision, or corporation or agency thereof.

2.6 To borrow and lend money from and to any person, firm, corporation, association, or federal or state government, or any political subdivision, or corporation or agency thereof, and to make, take and execute notes, mortgages, bonds, deeds of trust, or other evidence of indebtedness to secure payment thereof, or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation, or otherwise.

2.7 To purchase, hold, sell, transfer and otherwise deal in the shares of its own capital stock, provided. I shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its own capital, except as otherwise permitted by law, and providing further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

2.8 The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III.

The corporation existence of this corporation shall be perpetual.

ARTICLE IV.

The registered agent shall be Dale A Gilbert, and the location and post office address of the corporation's registered office in the state of shall be -----

ARTICLE V.

This company shall be capitalized for \$200,000.00. The total authorized stock of this corporation shall be divided into 1,000,000 shares, all of which shall be common stock with a par value of \$1.00 per share. Said shares shall be non-assessable and shall all be of the same class and every share of said stock shall be equal in all respects to every other of said shares.

The said shares may be issued and sold from time to time by the corporation for such consideration and upon such terms as may, from time to time, be fixed by the board of directors without action by the shareholders.

Notwithstanding the provisions of section 30-120, Idaho Code, the board of directors of this corporation shall have power and authority from time to time to authorize the sale of, and to sell for cash or otherwise, all or any portion of and unissued and/or of the treasury stock of this corporation without said stock, or any part thereof, being first offered to the shareholders of this corporation.

ARTICLE VI.

The corporate powers of the corporation shall be vested in a board of directors of not less than two (2) and not more than five (5) members, who shall be elected annually by the shareholders, and who shall serve until the election and qualification of their successors. No person shall serve as a director of this corporation who is not a shareholder therein. Directors who are to serve for the first corporate year, or until their successors are duly elected are as follows:

Dale A . Gilbert, 203 Woodland Dr., Wallace, ID 83873

Carl Blalack Hardy Loop Rd. Cataldo, ID 838

Unless otherwise determined by the shareholders, the board of directors, by resolution, shall from time to time fix the number of directors within the limit herein provided.

ARTICLE VII.

The names, post office addresses, and number of shares subscribed by each of the incorporators, are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Dale A. Gilbert	203 Woodland Dr. , Wallace, ID 83873	1
Carl Blalack	Hardy Loop Rd. Cataldo, ID 838	1

ARTICLE VIII.

In addition to the powers conferred upon the shareholders by law, to make, amend or repeal by-laws for this corporation, the directors shall have the power to repeal and amend the by-laws and adopt new by-laws, but such powers may be executed only by a majority of the whole board of directors.

ARTICLE IX.

A director or officer of the corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the corporation, either as vender, purchaser, or otherwise, and in the absence of actual fraud no transaction or contract of the corporation shall be void or voidable by reason of the fact that any director or officer, or firm of which any director or officer is a member, or any other corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract, provided, that such transaction or contract is, or shall be, authorized, ratified or approved (1) by a vote of a majority of a quorum of the board of directors, or of the executive committee, if any, counting for the purpose of determining the existence of such majority or quorum, any director, when present, who is so interested, or who is a member of a firm so interested, or (2) at a stockholder's meeting by a vote of a majority of the outstanding shares of stock of the corporation represented at such meeting and then entitled to vote, or by writing or writings signed by a majority of such holders of stock which shall have the same force and effect as though such authorization, ratification or approval were made by the stockholders, and no director or officer shall be liable to account to the corporation for any profits realized by him through any such transaction or contract of the corporation authorized, ratified or approved, as foresaid, by reason of the fact that he may be, or any firm of which he is a shareholder, officer or director, was interested in such transaction. Nothing in this paragraph contained shall create any liability in the events above mentioned, or prevent the authorization, ratification or approval of such contracts or transaction in any other manner than permitted by law, or invalidate or made voidable any contract or transaction which would be valid without reference to the provisions of this paragraph.

In witness whereof, we have hereto set our hands and seals in quadruplicate this 25 day of May, 1998.