FILED/IFFEORIV OF INCOPORATION OF

00 MAY 26 AN 8: 32 Falcon Investments & Insurance, Inc.

The underriggied, acting as incorporator of a corporation under the Idaho Business Corporation? following articles of incorporation for such corporation: DAND SECRETARY

ARTICLE I.

The name of the corporation is Falcon Investments & Insurance, Inc.

ARTICLE II.

The purpose for which the corporation is organized is investments, insurance and financial services. The corporation may also engage in any and all other lawful activities of a corporation organized under the Idaho **Business Corporation Act.**

ARTICLE III

The period of the corporation's duration is perpetual.

ARTICLE IV.

The aggregate number of shares of common stock, no par value, which the corporation shall have authority to issue is 2,000.

ARTICLE V.

There shall be no preemptive rights to acquire shares of the corporation.

ARTICLE VI.

There shall be no cumulative voting of shares.

ARTICLE VII.

The address of the initial registered office of the corporation is, 1311 W. Northwood Center Court, Coeur d'Alene, ID 83814, and the name of its initial registered agent at such address is Todd M. Banducci.

ARTICLE VIII.

The number of directors constituting the initial Board of Directors of the corporation is one (1) and thereafter as determined from time to time by the by-laws of the corporation. The name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify are:

NAME

ADDRESS

Todd M. Banducci

1311 W. Northwood Center Court, Coeur d' Alene, ID 83814

ARTICLE IX.

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director and shall be indemnified and held harmless by the corporation

C134154

with respect to any and all claims brought against such director except for liability (i) for the amount of a financial benefit received by such director to which such director was not entitled; (ii) for an intentional infliction of harm on the corporation or the shareholders; or (iii) for a violation of the director's duty to refrain from approving a distribution to shareholders while the corporation is insolvent, to the extent such distribution is prohibited by section 30-1-640, Idaho Code, but only if it is established that the director did not perform the duties of a director as and to the extent provided in section 30-1-830, Idaho Code; or, (iv) an intentional violation of criminal law.

Each person who was or is made a party to, or is threatened to be made a party to, or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director, officer, or employee of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation or enterprise shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Idaho Business Corporation Act, including but not limited to sections 30-1-851 and 30-1-852, Idaho Code. If the Idaho Business Corporation Act is amended, after approval by the stockholders of this article, to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE X.

The name, address, and number of shares subscribed by the incorporator(s) are:

NAME and ADDRESS

NUMBER SHARES

Todd M. Banducci 1311 W. Northwood Center Court Coeur d' Alene, ID 83814 100

IN WITNESS WHEREOF, the undersigned incorporator has hereunto affixed his hand and seal this 1944 day of May, 2000.

Todd M. Banducci

STATE OF IDAHO

) 88

COUNTY OF KOOTENAI)

On the \(\frac{\infty}{\infty} \) day of May, 2000 before me the undersigned, a Notary Public in and for said county in said state personally appeared Todd M. Banducci, known to be the person named in and who executed the foregoing ARTICLES OF INCORPORATION and who acknowledged that he executed the same as his voluntary

act and deed.

Notary Public, STATE OF IDAHO

Residing at:

My Commission Expires:

LS3003Article 5/19/00gwh