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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

NORTHERN LANDS INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, being of legal age and a citizen of the United States of America, do this day voluntarily form a corporation under the provisions of the Idaho Business Corporation Act, and certify in writing:

**ARTICLE I
NAME**

The name of the corporation shall be **NORTHERN LANDS INCORPORATED**

**ARTICLE II
PURPOSE AND POWERS**

The purposes for which this corporation as formed are to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act and to possess and exercise all the powers and privileges granted by the Idaho Business Corporation Act or by any lawful powers and privileges incidental, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

IDAHO SECRETARY OF STATE

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ARTICLE III
DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV
CAPITALIZATION

This Corporation shall have the authority to issue an aggregate of Ten Thousand (10,000) shares of stock. This Corporation shall have one (1) class of stock. The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	10,000	No par Value

Each share of Common stock will have one (1) vote with equal rights to distribution, and equal rights to the net assets of the corporation upon liquidation.

ARTICLE V
REGISTERED OFFICE

The initial registered office of the corporation in the State of Idaho shall be located at 300 West Main, Suite 210, Grangeville, Idaho. The post office address of the registered office of the corporation in the State of Idaho, County of Idaho, shall be P.O. Box 218, Grangeville, Idaho 83530 and Brit Groom, Esq. shall be the initial registered agent at said address.

ARTICLE VI
PREEMPTIVE RIGHTS

This Corporations elects to have preemptive rights.

ARTICLE VII
CUMULATIVE VOTING

In all elections for Directors, shareholders shall be permitted to cumulate their votes. Shareholders shall be limited to one vote for each share of stock registered in the shareholder's name on the books of the Corporation.

ARTICLE VIII
DIRECTORS

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be one (1). Directors do not need to be stockholders of the Corporation.

ARTICLE IX
INCORPORATOR

Following are the name and post office address of the incorporator:

NAME OF INCORPORATOR

Brit Groom

ADDRESS

P.O. Box 218
Grangeville, Idaho 83530

ARTICLE X
ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS

The Directors of this Corporation are not liable to the Corporation or to its shareholders for monetary damages for any action taken, or failure to take any action, as a Director, except liability for the following:

- (1) The amount of a financial benefit received by a Director to which he or she is not entitled.
- (2) An intentional infliction of harm on the Corporation or shareholders;
- (3) A violation of Idaho Code 31-1-833; or
- (4) An intentional violation of criminal law.

ARTICLE XI
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify and hold harmless each Director for liability , as defined in Idaho Code 30-1-850(5), to any person for any action taken, or any failure to take action, as a Director, except for:

- (1) Receipt of a financial benefit to which he or she is not entitled;
- (2) An intentional infliction of harm on the Corporation or shareholders;
- (3) A violation of Idaho Code 30-1-833; or
- (4) An intentional violation of criminal law.

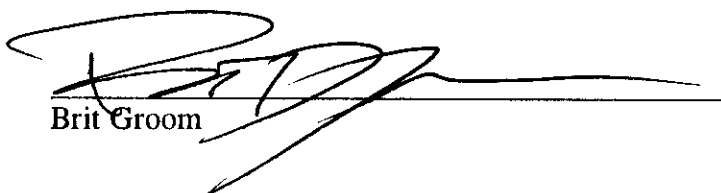
ARTICLE XII
LIMITED LIABILITY FOR SHAREHOLDERS

The private property of the shareholders shall not be subject to the payment of corporate debts of the Corporation to any extent whatsoever.

ARTICLE XIII
BYLAWS

The initial By-Laws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.

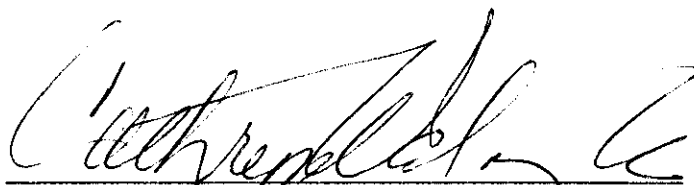
IN WITNESS WHEREOF, I have set my hand this 2 day February, 2001.


Brit Groom

STATE OF IDAHO)
 : ss.
County of Idaho)

On this 2nd day of February, 2001, before me, a Notary Public for Idaho, personally appeared Brit Groom, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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



Notary Public for Idaho
Residing at Grangeville, Idaho
My Commission Expires: 11-15-01

