

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

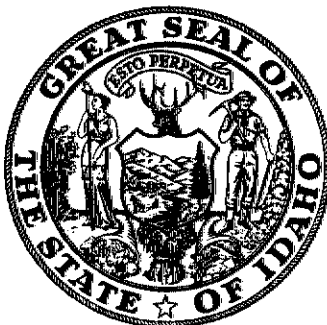
HALEY B. G. CORPORATION

File number C 109294

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: February 2, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

Anna Lipe

ARTICLES OF INCORPORATION

OF

HALEY B. G. CORPORATION

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KNOW ALL MEN BY THESE PRESENTS that the undersigned, being a natural person of the age of eighteen (18) years or more, acting as an incorporator, for the purpose of availing myself of the provisions of the general incorporation laws of the state of Idaho and becoming a body politic and corporate under and by virtue of the provisions and requirements thereof, I do hereby make, execute and acknowledge, for myself and in my own proper person, this certificate in writing of my intention so to become a body politic and corporate and do certify to and adopt Articles of Incorporation as follows, to-wit:

ARTICLE I

NAME

The name of the corporation shall be HALEY B. G. CORPORATION.

ARTICLE II

PERIOD OF DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSES AND POWERS

To transact all lawful business for which corporations may be incorporated pursuant to the Idaho Corporation Code, and it shall have all lawful powers necessary to carry out such purposes.

To do all and everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, the attainment of any of the objectives of the corporation or the furtherance of any of the corporation's powers, either alone or in connection with other corporations, firms or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the said objects, purposes or powers, or any of them, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties.

ARTICLE IV

Authorized Shares

The Corporation shall have authority to issue only one class of stock which shall be Common Stock without par value. Said Common Stock shall consist of one hundred thousand (100,000) Shares and shall be issued as fully paid and non-assessable. Such Shares shall be issued from time to time for such consideration which may be fixed by the Board of Directors. The Bylaws of the Corporation may provide for restrictions on the transfer of any of the outstanding Capital Stock of the Corporation, provided that such restrictions are printed upon, or incorporated by reference on the Stock Certificates representing the Shares of Stock of the Corporation to which such restrictions on alienation apply.

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ARTICLE V

Cumulative Voting

At each election for Directors, each shareholder shall not be entitled to cumulate his votes.

ARTICLE VI

Pre-Emptive Rights

Shareholders shall have full pre-emptive rights, not only for the purchase of any increased Capital Stock authorized but to the original issue not issued at the time of the organizational meeting of this Corporation, as well as Treasury Stock acquired by the Corporation.

ARTICLE VII

Regulation of Internal Affairs

The general management of the affairs of the Corporation shall be exercised by a Board of Directors.

The Board of Directors may designate by resolution passed by a majority of the whole Board of Directors an executive committee which committee, to the extent provided in such resolution or the bylaws, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation.

ARTICLE VIII

Registered Office and Registered Agent

The registered office of the corporation shall be 4595 W. Riverbend Avenue, Post Falls, Idaho 83854, and the registered agent of the Corporation shall be Dana B. Collings Jr.,

ARTICLE IX

Directors

The number of directors shall be fixed in accordance with the Bylaws. So long as the number of Directors shall be less than three (3), no shares of this Corporation may be issued and held of record by more share holders than there are directors. Any Shares issued in violation of this paragraph shall be null and void. This provision shall also constitute a restriction on the number of shares and a legend shall be conspicuously placed on each certificate respecting shares preventing transfer of the shares to more shareholders than there are directors.

The initial Board of Directors shall consist of two members and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Dana B. Collings Jr.
1120 N. 5th St
Coeur D' Alene 83814

Margaret Gale Collings
1120 N. 5th St.
Coeur D' Alene 83814

ARTICLE X

Provisions for Management of the Business and for the conduct of the Affairs of the Corporation

(a) Transactions with Interested persons. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the board of directors or committee thereof which authorizes, approves or ratifies the contract or transaction, or solely because his or their votes are counted for such purpose, if: (i) the material facts as to his or their relationship or interest to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested directors are less than a quorum; or (ii) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically authorized, approved or ratified in good faith by vote of the shareholders; or (iii) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof, or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or the committee thereof which authorizes, approves or ratifies the contract or transaction.

(b) Director Liability. To the extent permitted by law, no director shall be liable for actions reasonably taken by him as director, or inaction by him as director, provided such inaction is reasonable. To the extent permitted by law, in no event shall a director be personally liable to the corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director.

(c) Indemnification. The corporation shall indemnify, to the extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the corporation against any claim, liability or expense arising against or incurred by such person as a result of actions reasonably taken by him at the direction of the corporation. The corporation shall further have the authority to the full extent permitted by law to indemnify its directors, officers, agents, fiduciaries and employee against any claim, liability or expense arising against or incurred by them in all other circumstances and to maintain insurance for such persons to the full extent permitted by law.

(d) Negation of Equitable Interests in Shares or Rights. The corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes, including all rights deriving from such shares, and the corporation shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights deriving from such shares on the part of any other person, including without limiting the generality hereof, a purchaser, assignee or transferee of such shares or rights deriving from such shares, unless and until such other person becomes the registered holder of such shares, whether or not the corporation shall have either actual or constructive notice of the claimed interest of such other person. By way of example and not of limitation, until such other person has become the registered holder of such shares, he shall not be entitled : to receive notice of the meetings of the shareholders; to vote at such meetings; to examine a list of shareholders; to be paid dividends or other sums payable to shareholders; or to own, enjoy and exercise any other rights deriving from such shares against the corporation.

ARTICLE XI

Incorporator

The name and adress of the Incorporator of the Corporation is:

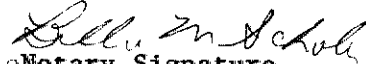
DANA B. COLLINGS JR.
1120 N. 5th ST.
COEUR D' ALENE ID 83814

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS HEREUNTO
SET HIS HAND AND SEAL THIS 27 DAY OF Jan 1995.


DANA B. COLLINGS JR.

State of Colorado
County of El Paso

The forgoing instrument was acknowledged before me this 27th day
of January, 1995.


Notary Signature

March 1995
Expiration Date