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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
HEAPHY BUILDING CORP.**

The undersigned, acting as an incorporator under the provisions of the Idaho Business Corporation Act, Idaho Code sections 30-1-101, *et seq.*, adopts the following Articles of Incorporation.

I. NAME.

The name of this Corporation is Heaphy Building Corp.

II. PERIOD OF DURATION.

The duration of this Corporation is to be perpetual.

III. PURPOSE AND POWER.

A. Purpose. The purpose for which this Corporation is organized is to transact and to engage in any and all lawful business activities for which corporations may be incorporated under the laws of the State of Idaho.

B. Power. This corporation shall have all the power specified in the Idaho Business Corporation Act.

IV. STOCK.

The aggregate number of shares which this Corporation shall have authority to issue is one thousand (1000) common shares, no par value. The Corporation shall not have the authority to issue shares in series.

ARTICLES OF INCORPORATION - 1

IDAHO SECRETARY OF STATE
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V. REGISTERED OFFICE AND REGISTERED AGENT.

The physical address and mailing address of the registered office of this Corporation are 217 North Fourth Avenue, Hailey, ID 83333. The name of the initial registered agent of this Corporation at that address is PETER MICHAEL HEAPHY.

VI. DIRECTORS.

The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws. The initial Board of Directors shall consists of two (2) members. The names and addresses of the persons who are to serve as directors until a successor or successors are elected and qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
PETER MICHAEL HEAPHY	217 North Fourth Avenue Hailey, Idaho 83333
SUSAN ANN HEAPHY	217 North Fourth Avenue Hailey, Idaho 83333

VII. INCORPORATOR.

The name and address of the incorporator of this Corporation is PETER MICHAEL HEAPHY, 217 North Fourth Avenue, Hailey, Idaho 83333.

VIII. PROVISIONS FOR REGULATION OF CORPORATION'S INTERNAL AFFAIRS.

A. Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

B. Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and

management of this corporation which are consistent with the Idaho Business Corporation Act and these Articles of Incorporation.

C. **Compensation of Directors.** The Board of Directors shall not receive compensation for their services as directors. A director may serve the Corporation in any other capacity and may receive compensation therefrom in any form.

D. **Contracts in which Directors have an Interest.** The Bylaws of the Corporation shall provide for the handling of contracts or transactions in which Directors may have a financial interest, whether direct or indirect.

E. **Indemnification of Directors and Officers.** The Bylaws of the Corporation shall provide for the circumstances in which Directors and Officers of the Corporation may be entitled to indemnification.

IX. AMENDMENT OF ARTICLES OF INCORPORATION.

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by an affirmative vote of more than seventy-five percent (75%) of the Shareholders entitled to vote in a meeting of Shareholders called for such purpose as prescribed by law.

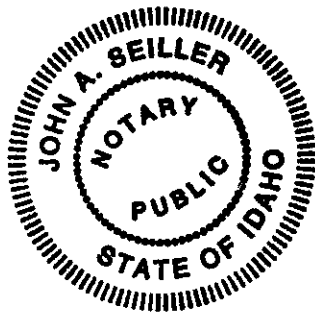
IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this 20 day of December, 2001.

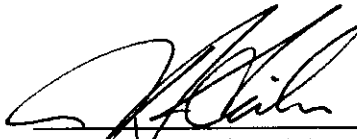
By: 
Peter Michael Heaphy
Incorporator

STATE OF IDAHO)
)
County of Blaine) ss.

On this 22nd day of December, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared, Peter Michael Heaphy, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto affixed my official seal the day and year in this certificate first above written.





Notary Public for Idaho
Residing at: Hailey, Idaho
Comm. Exp.: June 2003