

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
BLACKTIMBER, INC.**

06 JUL 20 AM 9:06

SECRETARY OF STATE

STATE OF IDAHO

I, the undersigned natural person being of the age of twenty-one years, or more, acting as incorporator under the laws of the State of Idaho relating to corporations, and to that end adopt the following articles of incorporation as follows:

ARTICLE I

Name:

The name of the Corporation shall be BLACKTIMBER, INC.

ARTICLE II

Duration:

Duration: The corporation shall exist perpetually.

ARTICLE III

Business Purpose:

The Corporation is organized for any and all lawful purposes for which corporations may be organized under this Act, construed to be legal within the scope of the Statutes of the State of Idaho. The Corporation shall have and exercise all powers necessary or convenient for the carrying out of any or all of the purposes for which it is organized.

ARTICLE IV

Capitalization:

The total number of shares that corporation is authorized to issue is Ten Thousand (10,000) shares of single class common stock, without series, having a par value of (\$.01) per share. All of the shares may be issued by the corporation from time to time and for such consideration as may be determined and fixed by the board of directors which shall not be inconsistent with law, and when such consideration has been received by the corporation, such share shall be deemed fully paid. There shall be no cumulative voting, no preferences, limitations, or preemptive rights.

ARTICLE V

Amendment of Articles of Incorporation:

These articles of incorporation may be amended by the affirmative vote of a majority of the votes the shareholders entitled to vote from time to time.

ARTICLE VI

Business Facilities:

Business facilities of the corporation may be at such places(s) as the Board of Directors may determine from time to time.

ARTICLE VII

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Directors:

The members of the governing board of the corporation shall be styled "directors". The total number of directors shall be not less than one (1) and not more than nine (6). At any meeting of the directors, the Chairman of the Board of Directors shall hold one additional vote in the event of a tie vote between directors. The number of directors constituting the first board of directors is two (2), and the names, address of each of the first board of directors is

Name:
David J. Rogers

Address:
834 W. Two Rivers Lane
Eagle, ID 83616

Name:
Lynnette J. Rogers

Address:
834 W. Two Rivers Lane
Eagle, ID 83616

The number of directors of the corporation may be changed by an affirmative majority vote of the shares of the corporation entitled to vote, in accordance with the provisions of Idaho Law.

ARTICLE VIII

Incorporator:

The name and address of the Incorporator is as follows:

Name:
David J. Rogers

Address:
834 W. Two Rivers Lane
Eagle, ID 83616

ARTICLE IX

The Initial Resident Agent:

The initial resident agent of the corporation, and corporate address for said resident agent is as follows:

Name:
David J. Rogers

Address:
834 W. Two Rivers Lane
Eagle, ID 83616

ARTICLE X
Director Liability:

Directors of the corporations shall not be held corporately or severally liable except where applicable by Idaho statute.

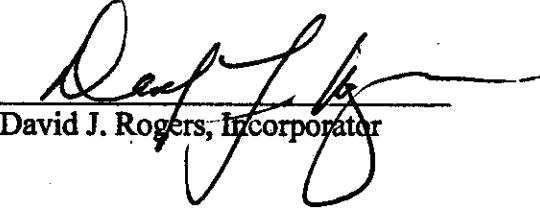
ARTICLE XI
Bylaws:

Separate Bylaws shall regulate the internal affairs of the corporation.

ARTICLE XII
Small Business Stock Election

Election is made under the provisions of Section 1244 of the Internal Revenue Code, qualifying 10,000 shares of capital stock of the corporation as Section 1244 Small Business Stock. This election provides the shareholders the right to treat the shares of stock of this corporation, (issued under this election), if the same become worthless, as an ordinary loss rather than a capital loss for tax purposes.

IN WITNESS WHEREOF, the undersigned being the incorporator executes these Articles of Incorporation and certifies to the truth of the facts herein stated this 10th day of July 10, 2006.



David J. Rogers, Incorporator