



**CERTIFICATE OF INCORPORATION
OF**

SHADE TREE ASSN., INC.

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: October 13, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

OF

SHADE TREE ASSN., INC.

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The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation is SHADE TREE ASSN., INC.

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the corporation is organized are: The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IV.

The aggregate number of shares which the corporation shall have authority to issue is TEN THOUSAND DOLLARS (\$10,000.00) which shall be divided into TEN THOUSAND (10,000) shares of a par value of ONE DOLLAR (\$1.00) each.

V.

Provisions denying preemptive rights are: EXCEPT to the extent limited or denied by §30-1-26, Idaho Code, shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

VI.

Provisions for the regulation of the internal affairs of the corporation are:

1. Shares of common stock authorized and issued shall be fully paid and non-assessable.

2. The corporation shall be governed by a duly adopted code of By-Laws, which By-Laws shall not be inconsistent with these Articles of Incorporation nor inconsistent with the laws of the State of Idaho. A meeting of the incorporation shall be held and the By-Laws shall be adopted in accordance with the provisions of the laws of the State of Idaho after the issuance by the Secretary of State of the said state of Idaho of the Certificate of Incorporation.

3. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders, but in no event shall a quorum consist of less than one-third of the shares entitled to vote at the meeting. The shareholders present at a duly organized and convened meeting where a quorum has been present can continue to do business as a quorum until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

4. Voting of shares by proxy shall be in accordance with the applicable provisions of §30-1-33, Idaho Code.

5. The number of directors elected to the Board of Directors shall be fixed by the By-Laws of the corporation. All corporate powers, except as may be limited by statute, shall be exercised by or under authority of, and the business and affairs of a corporation shall be managed under the direction of said Board of Directors.

6. The Board of Directors may, from time to time, distribute to its shareholders out of capital surplus of the corporation, and pursuant to the limitations of §30-1-46,

Idaho Code, a portion of its assets, in cash or in property.

VII.

The address of the initial registered office of the corporation is S. 471 Highway 53, P.O. Box 506, Rathdrum, Idaho 83858 and the name of its initial registered agent at such address is DeVERLE LABADIE.

VIII.

The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME:

DeVerle Labadie

ADDRESS:

S. 471 Highway 53
P.O. Box 506
Rathdrum, Idaho 83858

IX.

The names and address of each incorporator are:

NAME:

DeVerle Labadie

ADDRESS:

S. 471 Highway 53
P.O. Box 506
Rathdrum, Idaho 83858

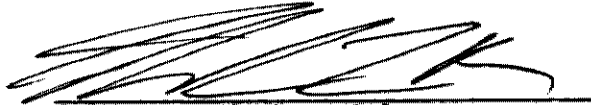
DATED this 11 day of October, 1988.


DEVERLE LABADIE

STATE OF IDAHO)
) ss.
County of Kootenai)

I, Therese, a Notary Public, do hereby certify that on the 11 day of October, 1988, personally appeared before me, DEVERLE LABADIE, who being by me first duly sworn, declared that he is the person who signed

the foregoing document as incorporator and that the statements therein contained are true.

A handwritten signature in black ink, consisting of several stylized, overlapping loops and strokes, positioned above a horizontal line.

Notary Public in and for
the State of Idaho

Residing at:

Comm. Exp.: 31 Nov. 1992