

**ARTICLES OF INCORPORATION
OF SOUTHWORTH INTERNATIONAL, INC.**

2011 DEC 16 PM 4:53

SECRETARY OF STATE
STATE OF IDAHO

The undersigned natural person over the age of eighteen (18) years, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is: SOUTHWORTH INTERNATIONAL, INC., and its duration shall be perpetual.

ARTICLE II.

The corporation is organized to engage in any and all lawful activities for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE III.

It shall have authority to issue one hundred (100) shares, no par value, all of one class.

ARTICLE IV.

The address of its initial registered office is:

5530 W. Emerald St.
Boise, ID 83706

The name of its initial registered agent at such address is: John M. Southworth.

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ARTICLE V.

To the fullest extent permitted by law, this corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in Section 30-1-48, Idaho Code; or (iv) for any transaction from which the director derives an improper personal benefit.

ARTICLE VI.


The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

John M. Southworth
224 Arrowrock St.
Boise, ID 83706

ARTICLE VII.

The name and address of the incorporator is:

John M. Southworth
224 Arrowrock St.
Boise, ID 83706


John M. Southworth,
Incorporator

Barbi M. Crowell
Notary Public for Idaho
Residing at: Celanel, Idaho
Commission Expires: 11/16/2015