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2009 OCT 14 AM 11:47

SECRETARY OF STATE  
STATE OF IDAHO

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**ARTICLES OF INCORPORATION****OF****D2 HOLDINGS, INC.**

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act (the "Act"), adopt the following Articles of Incorporation.

**FIRST:** The name of the corporation is D2 Holdings, Inc.

**SECOND:** The purpose for which the corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

**THIRD:** The corporation shall issue one class of stock and the aggregate number of shares, no par value, that the corporation shall have authority to issue is 100,000 shares of common stock.

**FOURTH:** The address of the initial registered office of the corporation is 7207 Franklin Road, Boise, Idaho 83709, and the name of its initial registered agent at such address is Dave Wayne.

**FIFTH:** The name and address of the incorporator is:

Name	Address
Dave Wayne	1915 W. Whiff Drive Eagle, Idaho 83616

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**SIXTH:** The mailing address of the corporation shall be: 7207 Franklin Road, Boise, Idaho 83709.

**SEVENTH:** The number of directors constituting the initial board of directors of the corporation is two (2), and the name and address of the individuals who will serve as the directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
Dave Wayne	1915 W. Whiff Drive Eagle, Idaho 83616
Dave Stearns	2935 Magnolia Hill Court Dallas, TX 75201

**EIGHTH:** There shall be no personal liability, either direct or indirect, of any director of the corporation to the corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the corporation or to its shareholders for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision is effective on the date of the corporation's incorporation. This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right or protection of a director of the

corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

NINTH: In addition to the other powers now or hereafter conferred upon the corporation by these Articles of Incorporation, the Act or otherwise, the corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries, and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time. The board of directors is hereby authorized on behalf of the corporation, and without shareholder action, to exercise all of the corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

IN WITNESS WHEREOF, we have subscribed these Articles of Incorporation this 14th day of October, 2009.



Dave Wayne, Incorporator

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