

ARTICLES OF INCORPORATION  
OF  
MILLSOURCE, INC.

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SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as incorporator, hereby executes these Articles of Incorporation for the purposes of forming a corporation (hereinafter referred to as the "**Corporation**") under Chapter 1, Title 30 of the Idaho Code, the Idaho Business Corporation Act (the "**IBCA**"), and hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I  
NAME OF CORPORATION

The name of the Corporation shall be MILLSOURCE, INC.

ARTICLE II  
PURPOSE AND EXISTENCE

The Corporation shall have perpetual existence, and the nature of the business or purposes to be conducted or promoted by the Corporation is to transact any and all lawful business for which corporations may be organized under the IBCA, and to exercise all powers granted to a corporation formed under the IBCA, including any amendments thereto or under any successor statute that may be hereinafter enacted.

ARTICLE III  
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation in the State of Idaho is P.O. Box 566, 300 N.W. 16<sup>th</sup> Street, Fruitland, Idaho 83619. The name of its registered agent such address is Reed Dame.

ARTICLE IV  
CAPITALIZATION

The aggregate number of shares the Corporation shall have the authority to issue shall be 100,000 shares of common stock, no par value per share.

ARTICLE V  
BOARD OF DIRECTORS

**Section 5.1** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in a shareholder agreement authorized under IBCA § 30-1-732.

MILLSOURCE, INC.  
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**Section 5.2** The number of directors constituting the Board of Directors shall be determined in the manner specified in the Bylaws; provided, however, there shall always be at least one director of the Corporation.

**ARTICLE VI  
AMENDMENT OF BYLAWS**

The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The shareholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

**ARTICLE VII  
AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law, and the rights of the shareholders of the Corporation are granted subject to this reservation.

**ARTICLE VIII  
INCORPORATOR**

The name and address of the Incorporator are:

Name:

Address

Paul M. Boyd

Stoel Rives LLP  
101 S. Capitol Blvd., Suite 1900  
Boise, Idaho 83702

**ARTICLE IX  
LIMITATION ON LIABILITY**

To the full extent permitted by the IBCA or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article IX shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

**ARTICLE X  
INDEMNIFICATION**

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall

MILLSOURCE, INC.

**ARTICLES OF INCORPORATION -- 2**

be indemnified by the Corporation to the full extent permitted by the IBCA or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article X. No amendment to or repeal of this Article X shall apply to or have any effect on the right to indemnification permitted or authorized hereunder, for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

## **ARTICLE XI**

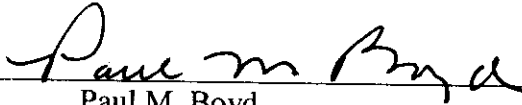
### **TRANSACTIONS WITH INTERESTED PARTIES**

**Section 11.1** The Corporation may enter into contracts and otherwise transact any business with its directors, officers and shareholders, and with any entity in which they may have an interest adverse to the Corporation, as freely as though such adverse interest does not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the Corporation upon such contracts or transactions.

**Section 11.2** In the absence of fraud, and with the notice required by the following Section, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the Corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the Corporation, for any profit or benefit realized by him or her through any such contract or transaction.

**Section 11.3** Directors and officers of the Corporation shall notify the Board of Directors, at the meeting at which such contract or transaction is authorized or confirmed, of the nature of their adverse interest. A general notice that a director or officer of the Corporation is interested in any entity shall be sufficient disclosure of such adverse interest. No notice shall be required if all directors have actual knowledge of the adverse interest.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate this 13<sup>th</sup> day of November, 2003.

  
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Paul M. Boyd  
Incorporator