# FILED EFFECTIVE

# ARTICLES OF INCORPORATION OF DONATA, INC.

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SEURLIANY - LATE STATE OF 19AHO

The undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certifies and adopts the following Articles of Incorporation:

# ARTICLE I. NAME

The name of this Corporation shall be "Donata, Inc.".

## ARTICLE II. SHARES

The aggregate number of shares which this Corporation shall have authority to issue is Ten Thousand (10,000) shares with no par value per share, all of which shall be voting common stock.

## ARTICLE III. REGISTERED AGENT

The registered agent of this Corporation and the street address of the registered office of this Corporation are as follows:

Registered Agent Lukins & Annis, P.S. Registered Office Address

Suite 102

250 Northwest Blvd

Coeur d' Alene, ID 83814

The mailing address of this Corporation shall be PO Box 978, Hayden Lake, Idaho, 83835.

## ARTICLE IV. PREEMPTIVE RIGHTS

Shareholders of this Corporation shall not have preemptive rights to acquire additional shares offered for sale by this Corporation.

#### ARTICLE V. <u>CUMULATIVE VOTING</u>

Shareholders of this Corporation shall not have cumulative voting rights.

IDAHO SECRETARY OF STATE

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#### ARTICLE VI. DIRECTORS

A. The names and addresses of the initial directors of this Corporation are as follows:

Name Address

Daniel K. Cleave 7498 N. Wheatfield Drive

Coeur d'Alene, ID 83814

Carla R. Cleave 7498 N. Wheatfield Drive

Coeur d'Alene, ID 83814

Jimmy Zanorano 1912 N. 14<sup>th</sup> Avenue, #2

Coeur d'Alene, ID 83814

Sandra L. Zanorano 1912 N. 14<sup>th</sup> Avenue, #2

Coeur d'Alene, ID 83814

B. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except liability for (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

#### ARTICLE VII. INDEMNIFICATION

The Corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents. Without limiting the generality of the foregoing, the Corporation shall indemnify its directors against all liability, damages, and costs or expenses (including attorney's fees) arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law. No such indemnity shall indemnify any director from or on account of any liability for (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

## ARTICLE VIII. AMENDMENT OF BYLAWS

Shareholders of this Corporation are expressly and exclusively authorized to make, alter, and repeal the Bylaws of this Corporation.

#### ARTICLE IX. INCORPORATOR

The name and address of the incorporator is Thomas M. Culbertson, Lukins & Annis, P.S., Suite 102, 250 Northwest Blvd., Coeur d' Alene, ID 83814.

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this <u>2</u> day of <u>hareh</u>, 2005.

THOMAS M. CULBERTSON

Incorporator