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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

WELL CONNECTED ELECTRIC & COMMUNICATIONS, INC.

An Idaho Corporation

Brett Holley, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I.

The name of the corporation is Well Connected & Communications, Inc.

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

IV.

The aggregate number of shares, which the corporation shall have the authority to issue is 1,000,000 shares, with a \$1.00 (one dollar) par value.

V.

The address of the initial registered office of the corporation and registered agent at such address is:

Registered Agent

Edwin L. Litteneker

Address

322 Main Street
Lewiston, Idaho 83501

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VI.

The name and post office address of the incorporator hereof and of the persons who shall serve as initial directors until the first annual meeting of the shareholders are:

<u>Incorporator</u>	<u>Address</u>
Brett Holley	1019 29 th Street Lewiston, Idaho 83501

<u>Board of Directors</u>	<u>Address</u>
Brett Holley	1019 29 th Street Lewiston, Idaho 83501
Gerry Layes	1019 29 th Street Lewiston, Idaho 83501

VII.

The stock of the corporation shall be non-assessable common stock.

VIII.

A director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

- a) For any breach of the director's duty of loyalty to the corporation or to its stockholders.
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c) For acts or omissions which involve director liability as provided in Idaho Code Section 30-1-48, which states, in pertinent part, that a director shall be liable under the following circumstances:
 1. If the director votes for or assents to the declaration of any dividend or other distribution of the assets of a corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.
 2. If the director votes for or assents to the purchase of the corporation's own shares contrary to the provisions of the Idaho General Business Corporations Act.

