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99 JUN -1 AM 10:20
ARTICLES OF INCORPORATION
SECRETARY OF STATE
OF

DUTSON ENTERPRISES, INC.

The undersigned, to form a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

I

The name of the Corporation is DUTSON ENTERPRISES, 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 ONE HUNDRED THOUSAND (100,000) shares, all of one class, no par value.

V

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

REGISTERED AGENT

G'Neil DeLack

REGISTERED ADDRESS

250 Northwest Boulevard
Suite 106B
Coeur d'Alene, Idaho 83814
IDAHO SECRETARY OF STATE

VI

The names and addresses of the Incorporator herein and of the persons who shall serve as initial Directors until the first annual meeting of the shareholders are:

06/01/1999 09:00
CK: 48751 CT: 3544 BH: 221481

C 129103

INCORPORATOR

ADDRESS

G'Nell Delack

250 Northwest Boulevard
Suite 106B
Coeur d'Alene, Idaho 83814

BOARD OF DIRECTORS

ADDRESS

William L. Delack

250 Northwest Boulevard
Suite 106B
Coeur d'Alene, Idaho 83814

G'Nell Delack

250 Northwest Boulevard
Suite 106B
Coeur d'Alene, Idaho 83814

Kirt L. Dutson

12901 South 1980 West
Riverton, Utah 84065

Roxanne M. Dutson

12901 South 1908 West
Riverton, Utah 84065

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 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.

3. If the Director votes for or assents to any distribution of assets of the Corporation to its shareholders during the liquidation of the Corporation without the payment and discharge of, or making adequate provisions for, all known debts, obligations, and liabilities of the Corporation.

4. For any transaction from which the Director derives an improper personal benefit.

DATED this 21st day of May, 1999.



G'NELL DELACK

County of Kootenai

On this 21st day of May, 1999, before me, the undersigned Notary Public for the State of Idaho, personally appeared G'NELL DELACK, known or identified to me to be the Incorporator for DUTSON ENTERPRISES, INC., and who executed the within and foregoing instrument on behalf of said Corporation, and acknowledged to me that such Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
the day and year in this certificate first above written.

Notary Public in and for the State of Idaho
Residing at: Post Falls
Comm. Exp.: 12/18/2001

