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**ARTICLES OF INCORPORATION  
OF**

DEC 15 10 02 AM '00

**EQUUS PRODUCTS, INC.**

SECRETARY OF STATE

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following articles of incorporation:

**ARTICLE I.**

**NAME OF THE CORPORATION**

The name of the corporation is Equus Products, Inc. ("Corporation").

**ARTICLE II.**

**DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III.**

**PURPOSES OF THE CORPORATION**

The Corporation is organized to do any acts and perform any business permitted by the Idaho Business Corporation Act.

IDAHO SECRETARY OF STATE

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**ARTICLE IV.**  
**AUTHORIZED SHARES**

The total authorized number of shares of the Corporation is One Thousand (1,000) shares of common stock, without par value.

**ARTICLE V.**  
**REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 1963 West Beacon Light Road, Eagle, Idaho 83616, and the name of the registered agent at such address is Patricia K. Thoman.

**ARTICLE VI.**  
**BOARD OF DIRECTORS**

The number of directors of the Corporation and the manner in which such directors are to be elected shall be as set forth in the bylaws. The names and addresses of the initial directors of the Corporation are:

Patricia K. Thoman	1963 West Beacon Light Rd. Eagle, Idaho 83616
Lyneve M. Zoellick	4600 East Flying Horse Ln. Kuna, Idaho 83634
Michele L. Johnson	2810 West Gem St. Boise, Idaho 83705

**ARTICLE VII.**  
**SHAREHOLDER'S RIGHTS**

1. Shareholders of the Corporation have no preemptive rights to acquire additional shares issued by the Corporation.
2. Holders of common stock shall be entitled to receive the net assets of the Corporation upon dissolution.

**ARTICLE VIII.**  
**VOTING RIGHTS**

1. Holders of common stock shall have unlimited voting rights.
2. At each election of directors, every shareholder entitled to vote at such election has the right to vote the number of shares of stock held by such shareholder for each of the directors to be elected. No cumulative voting for directors shall be permitted.

**ARTICLE IX.**  
**LIMITATION OF DIRECTORS' AND OFFICERS' LIABILITY**

No director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for his or her conduct as a director or officer, which conduct takes place on or after the date this Article becomes effective, except for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director or officer, (ii) conduct violating Idaho Code 30-1-833, or (iii) any transaction from which the director or officer will personally receive a benefit in money, property or services to which the

director or officer is not legally entitled. If after this Article becomes effective, the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be deemed eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal. This provision shall not eliminate or limit the liability of a director or officer for any act or omission occurring prior to the date this Article becomes effective.

## **ARTICLE X.**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

1. Each person who is, or is threatened to be made, a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation, whether or not the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the full extent permitted by applicable law as then in effect, against all expense, liability and loss actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators. The Corporation shall not indemnify a director or officer, however, unless a determination has been made, in accordance with Section 30-1-855 of the Idaho Business Corporation Act (or other applicable law), that indemnification is permissible because the director or officer met the relevant standard of conduct; provided, however, no such determination need be made if the indemnification is mandatory under Section 30-1-852 of the Idaho Business Corporation Act.

2. The Corporation may purchase and maintain insurance on behalf of an individual who is a director or officer of the Corporation against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director or officer, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability.

## **XI.**

### **INCORPORATOR**

The name and address of the incorporator is:

David J. Haenel

877 W. Main St., Suite 502  
Boise, Idaho 83702

## **XII.**

### **AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and directors are subject to this reserved power.

### **SIGNATURE OF INCORPORATOR**

Dated: December 15, 2000

A handwritten signature in black ink, appearing to read "David J. Haenel", written in a cursive style.