

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

**VALESCO, INC.**

07 MAR -2 AM 11:43

SECRETARY OF STATE  
STATE OF IDAHO

- I. Name of Corporation:** The name of the corporation is Valesco, Inc.
- II. Period of Duration:** The period of duration is perpetual.
- III. Corporation Purposes:** The purpose of the corporation is to transact the business of all lawful activity which a corporation may conduct under the laws of the State of Idaho.
- IV. Authorized Shares:** The corporation shall have authority to issue 10,000 shares of common stock, all of which shares shall be of non par value.
- V. Registered Agent and address:** The address of the corporation's initial registered office is 6256 W. Villa Park Street, Boise, Idaho 83703. The name of its official registered agent at such address is Trent E. Martin.
- VI. Initial Incorporator:** The name and address of the initial incorporator is: Robert C. Montgomery, Attorney at Law, 2160 S. Twin Rapid Way, Boise, Idaho 83709.
- VII. Address for Notices:** The address where notices may be mailed is Attn: Trent E. Martin, 6256 W. Villa Park Street, Boise, Idaho 83703.
- VIII. Liability of Directors and Officers:** The personal liability of a director or officer to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer is hereby eliminated and no director or officer shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except that the personal liability of a director or officer to the corporation on its stockholders for any breach of the director's or officer's duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law shall not be eliminated and the personal liability of a director or officer to the corporation or its stockholders for the liability imposed by the Idaho Code shall not be eliminated and the personal liability of a director or officer to the corporation or its stockholders for any transaction from which the director or officer derived a legally improper personal benefit shall not be eliminated. The corporation is authorized to enter into a hold harmless and indemnification agreement with each of its officers and directors.

IDAHO SECRETARY OF STATE  
03/02/2007 05:00  
CX: 4211 CT: 63744 BH: 1036873  
1 @ 100.00 = 100.00 CORP # 3

C/71823

Dated this 1<sup>st</sup> day of March, 2007.

A handwritten signature in black ink, appearing to read 'RCM', is written above a horizontal line.

ROBERT C. MONTGOMERY-INCORPORATOR  
Telephone (208) 322-8865