

**FILED EFFECTIVE**

2006 DEC 28 PM 4:17

**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
STATE OF IDAHO

OF

**WEST MEADOWS INC.**

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE 1. Name.** The name of the corporation is West Meadows Inc.

**ARTICLE 2. Shares.** The corporation is authorized to issue 100,000 shares, all of one class.

**ARTICLE 3. Registered Office and Registered Agent.** The address of the corporation's initial registered office in the state of Idaho is 253 South Main, Driggs, Idaho 83422. The name of the corporation's initial registered agent at such address is Mark S. Rockefeller.

**ARTICLE 4. Directors.** The Board of Directors shall consist of one or more directors. The number of directors constituting the initial Board of Directors is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Mark S. Rockefeller	575 West 225 South Driggs, Idaho 83422
Julie A. Rockefeller	575 West 225 South Driggs, Idaho 83422

**ARTICLE 5. Incorporator.** The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Mark S. Rockefeller	575 West 225 South Driggs, Idaho 83422
Julie A. Rockefeller	575 West 225 South Driggs, Idaho 83422

IDAHO SECRETARY OF STATE  
12/28/2006 05:00  
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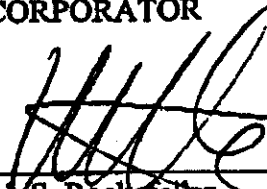
**ARTICLE 6. Limitation on Personal Liability of Directors.** No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for:

- (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 section 30-1-833, Idaho Code, or
- (iv) An intentional violation of criminal law.

**ARTICLE 7. Indemnification.** The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

DATED this 28<sup>th</sup> day of December, 2006.

INCORPORATOR

  
\_\_\_\_\_  
Mark S. Rockefeller

  
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Julie A. Rockefeller

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