

FILED EFFECTIVE

2015 APR -8 PM 3:10

Articles of Incorporation of Gourdet Agency Inc.

SECRETARY OF STATE
STATE OF IDAHO

(a) any class of shares before the issuance of any shares of that class or

(b) one or more series within a class before the issuance of any shares of that series.

1 Name of corporation

The name of the corporation is Gourdet Agency Inc.

2 Authorized shares

The aggregate number of shares the corporation is authorized to issue shall be 1000. The shares may be issued in classes or series the terms of which are established by the shareholders under article 8 of these articles of incorporation. Until action is taken by the shareholders of the corporation, all issued shares shall be common shares.

Each series must have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, with those of other series of the same class. Before issuing any shares of a class or series created under this section, the corporation shall deliver to the secretary of state for filing articles of amendment, that set forth the information required by section 30-1-601, Idaho Code.

3 Registered office and agent

The registered office of the corporation is 2105 Coronado, Idaho Falls, Idaho 83404 and its registered agent at that address is Gregory C. Calder.

9 Indemnification

The corporation shall indemnify the shareholders and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may later be amended.

4 Incorporator

The name of the incorporator is Gregory C. Calder and the incorporator's address is 2105 Coronado, Idaho Falls, Idaho 83404.

10 Limitation of liability

An officer shall not be liable to the corporation or the shareholders for any decision to take or not take action if the duties are performed in compliance with Idaho Code Section 30-1-842.

5 No board of directors

The corporation shall have no board of directors. The management of the internal affairs of the corporation shall be vested in its shareholders. The shareholders as a group shall hold the powers and duties normally conferred or imposed on a board of directors.

A shareholder shall not be liable to the corporation or the shareholders for any decision to take or not take action unless the party asserting liability establishes the required elements under Idaho Code Section 30-1-831.

6 Voting

Each outstanding share entitled to vote shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

Incorporator:

7 Cumulative voting

Cumulative voting is not permitted.


Gregory C. Calder

8 Terms of classes or series of shares determined by shareholders

The shareholders may determine, in whole or in part, the preferences, limitations, and relative rights, within the limits of section 30-1-601, Idaho Code, of

IDAHO SECRETARY OF STATE
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