

**FILED EFFECTIVE**

2007 MAY -9 AM 8:27

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
of  
BY DESIGN DRYWALL, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of **ID**, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is BY DESIGN DRYWALL, INC..

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

9998 HWY 45  
NAMPA, ID 83686

**ARTICLE III  
SHARES**

The total number of shares which the corporation shall have authority to issue is 1 shares of no par value stock.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

DEL SWEAT  
BY DESIGN DRYWALL, INC.  
9998 HWY 45  
CANYON County  
NAMPA, IDAHO 83686

IDAHO SECRETARY OF STATE  
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## **ARTICLE V PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

## **ARTICLE VI DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

DEL SWEAT  
9998 HWY 45  
NAMPA, IDAHO 83686

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VIII OTHER PROVISIONS**


Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other

association or corporation.

Corporate Seal. The corporation shall have no corporate seal.

### **Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

  
\_\_\_\_\_  
DEL SWEAT, Incorporator  
9998 HWY 45  
NAMPA, IDAHO 83686