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SECRETARY OF STATE  
STATE OF IDAHO**ARTICLES OF INCORPORATION  
OF****RLW RESOURCES, INC.**

The undersigned, acting as incorporator of the above corporation under the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code (the "Act"), adopts the following Articles of Incorporation for such corporation.

**ARTICLE I. NAME AND Duration**

The name of the Corporation is RLW RESOURCES, INC. (the "Corporation"), and its duration shall be perpetual.

**ARTICLE II. PURPOSES**

The Corporation is organized to engage in any and all lawful activities for which corporations may be organized under the Act.

**ARTICLE III. AUTHORIZED SHARES; RESTRICTIONS**

The Corporation shall be authorized to issue only one class of capital stock. The number of shares which the Corporation shall have authority to issue is 10,000, all of which shall have no par value. Each share of stock shall have an equal and common voting right, and no shares shall have any preference whatsoever.

**ARTICLE IV. REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation shall be 1315 West Orchard Avenue, Nampa, ID 83651, and the name of its initial registered agent at that office is Douglas Ness.

IDaho SECRETARY OF STATE  
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## ARTICLE V. INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be four (4), and the names and addresses of the persons 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>
DOUGLAS NESS	1315 West Orchard Avenue Nampa, ID 83651
STEVE MEISTREL	1315 West Orchard Avenue Nampa, ID 83651
TAUNIA MEISTREL	1315 West Orchard Avenue Nampa, ID 83651
CALEB BROWN	1315 West Orchard Avenue Nampa, ID 83651

## ARTICLE VI. INDEMNIFICATION

To the fullest extent permitted by law, this corporation shall indemnify any person and advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who

has ceased to be a director, officer employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the corporation nor its stockholders for monetary damages for breach of fiduciary duty except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in § 30-1-833, Idaho Code; or (iv) for any transaction from which the director derives an improper personal benefit.

### ARTICLE VII. INCORPORATOR

The name and address of the incorporator is Douglas Ness, 1315 West Orchard Avenue, Nampa, ID 83651.

### ARTICLE VIII. EFFECTIVE DATE

These Articles shall become effective on the date of filing with the Idaho Secretary of State.

Dated this 27 day of July, 2010.



Douglas Ness, Incorporator