

APR 2 11 1993

**ARTICLES OF INCORPORATION
OF
MACAW, INC.**

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OF

MACAW, INC.

FILED

APR 2 1999

1. **Name.** The name of the corporation is Macaw, Inc.
2. **Corporate purpose.** The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
3. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be One Thousand (1,000), all of which shall be common voting stock.
4. **Terms of Classes or Series of Shares Determined by Board.**
The board of directors may determine, in whole or in part, the preferences, limitations, and relative rights, within the limits of section 30-1-601, Idaho Code, of (a) any class of shares before the issuance of any shares of that class or (b) one (1) or more series within a class before the issuance of any shares of that series. 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, which are effective without shareholder action, that set forth the information required by section 30-1-602, Idaho Code.
5. **Preemptive Rights.** The corporation elects to have preemptive rights.
6. **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).
7. **Limitation of Liability.** No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty 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 § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal

IDAHO SECRETARY OF STATE

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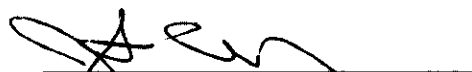
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8. **Registered office and agent.** The registered office of the corporation is Suite 500, 1109 Main Street, Boise, Idaho 83702 and its registered agent at that address is Eric L. Haff.

9. **Incorporators.** The names of the incorporators are:

<u>Name</u>	<u>Address</u>
James Carney	6079 Plantation Lane, Boise, Idaho 83703
June Carney	6079 Plantation Lane, Boise, Idaho 83703

In witness whereof, I have subscribed these Articles of Incorporation this ___st day of April, 1999.



James Carney, Incorporator


June Carney, Incorporator