

ARTICLES OF INCORPORATION
OF
ORTON-KELLEY, INC.

FILED/EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

1. **Name.** The name of the corporation is **Orton-Kelley, Inc.**
2. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be One Hundred Thousand (100,000), all of which shall be common voting stock.
3. **Registered office and agent.** The registered office of the corporation is 13954 Rustic Road, McCall, Idaho 83638 and its registered agent at that address is **William J. Orton, Jr.**
4. **Incorporator.** The name of the incorporator is **William J. Orton, Jr.** and the incorporator's address is 13954 Rustic Road, McCall, Idaho 83638.
5. **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.

IDAHO SECRETARY OF STATE

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6. **Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be two (2), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
William J. Orton, Jr.	13954 Rustic Road McCall, Idaho 83638
Kimber Kelley	277 Potter Lane McCall, Idaho 83638

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).

8. **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 law.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation
this 19 day of April, 2000.



William J. Orton, Jr.
Incorporator