

2004 AUG 11 AM 11:23
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

of

DEBTECH, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is DebTech, Inc., and its duration shall be perpetual.

ARTICLE II

The aggregate number of shares that this corporation shall have authority to issue shall be 1,000 shares with no par value.

ARTICLE III

The street address of the initial registered office of this corporation in the state of Idaho shall be 101 S. Capitol Blvd., Suite 500, Boise, Idaho 83702, and the name of the initial registered agent at that address is James B. Alderman.

ARTICLE IV

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
James B. Alderman	101 S. Capitol Blvd., Suite 500 Boise, Idaho 83702

ARTICLE V

The mailing address of the corporation shall be: 5795 South Horseshoe Place, Boise, Idaho 83716.

ARTICLE VI

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

IDAHO SECRETARY OF STATE
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ARTICLE VI

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 two (2), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until successors are elected and qualified are:

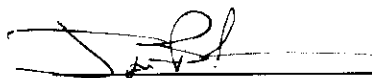
<u>Name</u>	<u>Address</u>
Russell R. Biaggne	5795 South Horseshoe Place Boise, Idaho 83716
Shane L. Newton	101 East Lake Street McCall, Idaho 83638

ARTICLE VII

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 or 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.

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of August, 2004.



James B. Alderman, Incorporator