

**FILED/EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

**NOROXCO, INC.**

2002 FEB -8 PM 2: 54

SECRETARY OF STATE  
STATE OF IDAHO

IDAHO SECRETARY OF STATE  
02/08/2002 05:00  
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1. **Name.** The name of the corporation is Noroxco, Inc.
2. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be 100,000, all of which shall be common voting stock having no par value.
3. **Registered office and agent.** The registered office of the corporation is 1125 West Amity Road, Boise, Idaho 83705, and its registered agent at that address is James A. Kissler.
4. **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.
5. **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 three (3), and the names and addresses of the persons to serve as the directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
James A. Kissler	1125 West Amity Road Boise, Idaho 83705
L. H. Kissler	1125 West Amity Road Boise, Idaho 83705
Dan Steele	1125 West Amity Road Boise, Idaho 83705

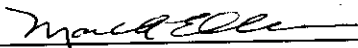
6. **Indemnification.** The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits 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 law.

**8. Incorporator.** The name of the incorporator is Mark A. Ellison, and the incorporator's address is P. O. Box 829, Boise, Idaho 83701.

In witness whereof, I have subscribed these Articles of Incorporation this 8th day of February, 2002.

  
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Mark A. Ellison, Incorporator