

FILED

ARTICLES OF INCORPORATION

OF

AVALANCHE FINANCIAL, INC.

IDAHO SECRETARY OF STATE
08/16/1999 09:00
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**ARTICLE ONE
NAME OF CORPORATION**

The name of the corporation is **AVALANCHE FINANCIAL, INC.**

**ARTICLE TWO
STOCK**

The aggregate number of shares the corporation is authorized to issue shall be 10,000, all of which shall be common voting stock.

**ARTICLE THREE
VOTING**

Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.

**ARTICLE FOUR
REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent of the corporation shall be **MICHAEL DRAKE SMITH**, and the initial registered office shall be located at 135 East Anderson, Suite B, Idaho Falls, Bonneville County, Idaho 83402.

**ARTICLE FIVE
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 § 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be three 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:

Name

Address

Michael Drake Smith

4272 E. 116 North
Idaho Falls, ID 83401

Roger Reiley

644 S. 3rd East
St. Anthony, ID 83445

Allan Wright

2251 N. Holmes
Idaho Falls, ID 83402

**ARTICLE SIX
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.

**ARTICLE SEVEN
INCORPORATOR**

The name and address of the incorporator is: **Dale P. Thomson, Esq.**, P. O. Box 609, Rexburg, ID 83440.

In witness whereof, I have subscribed these Articles of Incorporation in duplicate this 11th day of August, 1999.

A handwritten signature in black ink, appearing to read "Dale P. Thomson", written over a horizontal line.

Dale P. Thomson, Esq.
Incorporator