

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

GEMTEK ADMINISTRATIVE, INC.

2014 DEC -3 AM 11:31

SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the state of Idaho, Idaho Code Title 30, Chapter 1, and we do hereby certify, declare and adopt the following Articles of Incorporation.

**Section 1. Name.** The name of the corporation is Gemtek Administrative, Inc.

**Section 2. Duration.** The period of existence and duration of the life of this corporation shall be perpetual.

**Section 3. Meetings.** All or any meetings of the shareholders, or of the board of directors may be held within or without the state of Idaho. Special meetings of shareholders of the Corporation may be called by: (i) shareholders holding at least thirty-three and one-third percent (33 1/3%) of all votes entitled to be cast on any issue to be considered, (ii) the board of directors, or (iii) such other person or persons authorized in the Bylaws to do so.

**Section 4. Authorized Shares.** The aggregate number of shares the corporation is authorized to issue shall be one thousand (1,000) shares, all of which shall be common voting stock. The holders of the common stock have the right to vote on all matters submitted to a vote of shareholders and rights to distributions upon dissolution of the Corporation. The holders of the common stock are entitled to one vote for each share of common stock held on the record date, on all matters submitted to a vote of stockholders and written actions in lieu of meetings.

**Section 5. Registered Office and Agent.** The registered office of the corporation is 3724 Plantation River Dr., Suite 101, Boise, Idaho 83703 and its registered agent at that address is Joel A. Flake, Jr.

**Section 6. 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.

**Section 7. 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 Idaho Code Section 30-1-732. The number of directors constituting the board of directors may range between two (2) and six (6) and may be fixed from time to time in accordance with the bylaws; provided, however, that there shall not be fewer than two (2) directors. The number of directors presently authorized is two (2). The following persons are named directors of this corporation to serve until their successors are elected and qualified:

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Brent Michael Roberts, 1461 Larsen Road, Weiser, Idaho 83672.

Joel Alva Flake, Jr., 24 Hawley Mountain Lane, Horseshoe Bend, Idaho 83629.

**Section 8. Corporation By-Laws.** The power to repeal and amend the bylaws and adopt new bylaws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the bylaws.

**Section 9. 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 than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment). Each person who is or was or had agreed to become a director or officer of the Corporation (including the heirs, executors, administrators or estate of such person) shall be indemnified by the Corporation as provided above. Without limiting the generality of the foregoing, the Corporation may enter into one or more agreements with any person providing for indemnification greater or different than that provided in this Section 9. No amendment to or repeal of this Section 9 shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director or officer occurring prior to the effective date of such amendment or repeal.

**Section 10. Limitation of Liability.** To the fullest extent permitted by the General Corporation Laws of the State of Idaho, any and all directors of this Corporation shall not be liable to the Corporation, its shareholders, or any third party for breach of duty of care; such potential liability is hereby eliminated. Any repeal or modification of this paragraph by the stockholders or directors of the Corporation shall be prospective only and shall not have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

**Section 11. Incorporators.** The name and address of the incorporators are:

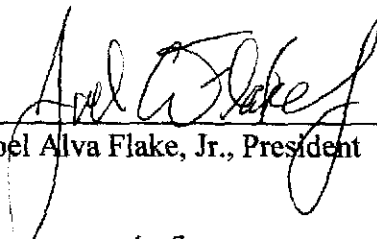
Brent Michael Roberts, 1461 Larsen Road, Weiser, Idaho 83672.

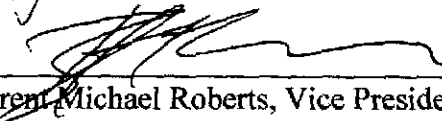
Joel Alva Flake, Jr., 24 Hawley Mountain Lane, Horseshoe Bend, Idaho 83629.

**Section 12. Amendment.** The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law, and the rights of the shareholders of this Corporation are granted subject to this reservation.

DATED this 3rd day of December, 2014

**GEMTEK ADMINISTRATIVE, INC.**

By:   
Joel Alva Flake, Jr., President

By:   
Brent Michael Roberts, Vice President

IDAHO SECRETARY OF STATE

12/03/2014 05:00

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