

**FILED EFFECTIVE**

07/26/2004 05:05

**ARTICLES OF INCORPORATION**

**OF**

**BOISE PHILLY INC.**

1. **Name.** The name of the corporation is Boise Philly 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.

3. **Registered office and agent.** The registered office of the corporation is 2379 East Gloucester Place, Boise, ID 83706, and its registered agent at that address is David Rickard.

4. **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>
Matt Atkinson	P. O. Box 190831 Boise, ID 83719
David Rickard	P. O. Box 190831 Boise ID 83719

5. **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).

6. **Limitation of Liability.** No director shall be liable to the corporation or its shareholders 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.

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

IDAHO SECRETARY OF STATE  
07/26/2004 05:00  
CK: none CT: 1117 BH: 757365  
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In witness whereof, I have subscribed these Articles of Incorporation this 23rd day of July, 2004.

  
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Mark A. Ellison, Incorporator