

**ARTICLES OF INCORPORATION  
OF  
MOUNTAIN STATES INSPECTIONS CORP.**

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SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, in order to form a Corporation under the provisions of the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, submits the following Articles of Incorporation to the Idaho Secretary of State.

**ARTICLE I  
Name of the Corporation**

The corporation's name is MOUNTAIN STATES INSPECTIONS CORP.

**ARTICLE II  
Authorized Shares**

- 2.1 Number of Shares.** The corporation shall have one class of common shares and is authorized to issue One Thousand (1,000) shares of no par value common stock.
- 2.2 Dissolution Rights of Common Stock.** The holders of the common stock shall have unlimited voting rights and the right to receive the net assets of the corporation upon dissolution.
- 2.3 Voting of Common Stock.** Except as otherwise required by law, each outstanding share of common stock of the corporation is entitled to one vote on each matter voted upon at a shareholder's meeting.
- 2.4 Preemptive Rights.** The corporation elects to have preemptive rights.
- 2.5 Cumulative Voting for Directors.** All shareholders are entitled to cumulate their votes for directors.

**ARTICLE III  
Initial Registered Office Address and Agent**

The street address of the initial registered office of the corporation is 2824 South Royal Meadows Drive, Nampa, ID 83686. The name of the initial registered agent at that address is KURT MILLER.

IDAHO SECRETARY OF STATE  
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## **ARTICLE IV**

### **Incorporator**

The name and address of the Incorporator are: KURT MILLER, 2824 South Royal Meadows Drive, Nampa, ID 83686.

## **ARTICLE V**

### **Liability of Directors**

No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, 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 its shareholders;
- (iii) A violation of Section 30-1-833 Idaho Code; or
- (iv) An intentional violation of criminal law.

## **ARTICLE VI**

### **Indemnification**

**6.1 Indemnification.** The corporation shall indemnify any director or officer of the corporation for liability, as defined in the Idaho Business Corporation Act, to any person for any action taken, or any failure to take any action, as a director or officer, except liability for:

- (i) Receipt of a financial benefit to which he is not entitled;
- (ii) An intentional infliction of harm on the corporation or its shareholders;
- (iii) A violation of Section 30-1-833 Idaho Code; or
- (iv) An intentional violation of criminal law.

**6.2 Advancement of Expenses.** The corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted.

## **ARTICLE VII**

### **Purpose of Corporation**

The corporation is formed for the purpose of engaging in any lawful business and has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs.

**ARTICLE VIII**  
**Effective Date and Time**

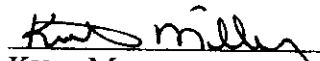
The effective date and time of the corporation and these Articles of Incorporation shall be the date of filing these Articles of Incorporation.

**ARTICLE IX**  
**Amendment of Articles**

Prior to the issuance of shares, a majority of the board of directors, or a majority of the incorporators if the corporation has no board of directors, may adopt one or more amendments to these Articles of Incorporation. Following the issuance of shares in the corporation, these Articles of Incorporation may be amended under the procedure set forth in Idaho Code Section 30-1-1003, provided that approval of any amendment required under the Idaho Business Corporations Act to be approved by the shareholders requires the affirmative vote of a majority of the shareholders in attendance at a meeting at which a quorum consisting of at least a majority of the votes entitled to be cast on the amendment exists.

Dated: February 14, 2006.

SIGNATURE OF INCORPORATOR:

  
KURT MILLER

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