

2006 SEP 22 AM 9:46

SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
CMW VENTURES INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1. Name. The name of the corporation is CMW Ventures Inc.

ARTICLE 2. Shares. The corporation is authorized to issue 100,000 shares, all of one class.

ARTICLE 3. Registered Office and Registered Agent. The address of the corporation's initial registered office in the state of Idaho is 250 West 2<sup>nd</sup> North, Rigby, Idaho 83442. The name of the corporation's initial registered agent at such address is Clint Williams.

ARTICLE 4. Directors. The Board of Directors shall consist of one or more directors. The number of directors constituting the initial Board of Directors is one and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and qualified are:

<u>Name</u>	<u>Address</u>
Clint Williams	250 West 2 <sup>nd</sup> North Rigby, Idaho 83442

ARTICLE 5. Incorporator. The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Clint Williams	250 West 2 <sup>nd</sup> North Rigby, Idaho 83442

ARTICLE 6. Limitation on Personal 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 the shareholders,

IDAHO SECRETARY OF STATE  
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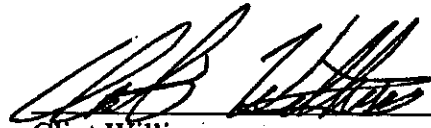
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- (iii) A violation of section 30-1-833, Idaho Code, or
- (iv) An intentional violation of criminal law.

ARTICLE 7. 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).

DATED this 20<sup>th</sup> day of September, 2006.

INCORPORATOR

  
Clint Williams