

FILED EFFECTIVE

ARTICLES OF INCORPORATION

2013 APR -3 PM 3:44

OF

SECRETARY OF STATE
STATE OF IDAHO

T & R CARDINAL, INC.

1. **Name.** The name of the corporation is T & R Cardinal, 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 having no par value per share.
3. **Registered office and agent.** The registered office of the corporation is Idaho Service Company and its registered agent at that address is 101 S. Capitol Blvd., 10th Floor, Boise, ID 83702.
4. **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.
5. **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>
Timothy Fontaine	11870 W. Tustin Lane, Kuna, ID 83634
Richard Bergquist	4438 S. Seabiscuit Avenue, Boise, ID 83709

6. **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.

7. **Preemptive Rights.** The corporation elects to have preemptive rights.

8. **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).

9. **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

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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.

10. Incorporator. The name of the incorporator is Michael W. McGreaham and the incorporator's address is P.O. Box 829, Boise, ID 83701.

In witness whereof, I have subscribed these Articles of Incorporation this 3rd day of April, 2013.



Michael W. McGreaham, Incorporator