

ARTICLES OF INCORPORATION

FILED EFFECTIVE

2007 MAY -1 PM 4:18

of

SECRETARY OF STATE
STATE OF IDAHO

ZACHARY MOORE & ASSOCIATES, INC.

1. Name. The name of the corporation is ZACHARY MOORE & ASSOCIATES, 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 no par voting stock.

3. Registered office and agent. The physical address of the registered office of the corporation is 318 East 100 South, Grace, Idaho 83241 and its registered agent at that address is Zachary P. Moore.

4. Mailing Address. The mailing address of the corporation shall be P.O. Box 211, Grace, Idaho 83231

5. Incorporator. The name of the incorporator is Katie C. Moore. The incorporator's address is 318 East 100 South, P.O. Box 211, Grace, Idaho 83241.

6. 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 §30-1-732. The number of directors constituting the initial board of directors shall be at least two persons, 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>
Zachary P. Moore	318 East 100 South P.O. Box 211 Grace, ID 83241
Katie C. Moore	318 East 100 South P.O. Box 211 Grace, ID 83241

6. Date and Time of Incorporation. The Corporation existence shall begin at 12:01 a.m. May 10, 2007.

7. Corporate purpose. The purpose for which this corporation is organized is the

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transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

8. Cumulative Voting. All shareholders are entitled to cumulate their votes for directors, that is, they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

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 rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

10. Limitation of Liability. No director shall be liable to the corporation or its stockholders 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 Idaho Code, §30-1-833, or (iv) an intentional violation of criminal law.

In witness whereof, I have subscribed these Articles of Incorporation this 1 day of May, 2007.

Katie C. Moore
Katie C. Moore