

**ARTICLES OF INCORPORATION
OF
SGW, INC.**

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**SECRETARY OF STATE
STATE OF IDAHO**

Effective April 23, 2015 ("**Effective Date**"), the Articles of Incorporation of SGW, Inc. ("**Corporation**"), are in their entirety as follows:

**Article 1
NAME OF THE CORPORATION**

1.1 Name. The name of the Corporation is "SGW, Inc."

**Article 2
SHARES**

2.1 Authorized Shares. The aggregate number of shares the Corporation is authorized to issue shall be 1,000, with no par value, consisting of 1,000 shares of common stock ("**Common Stock**").

2.2 Treasury Shares. Unless a resolution of the board of directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the Corporation shall be treasury shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

**Article 3
PREEMPTIVE RIGHTS**

3.1 No Preemptive Rights. Shareholders of the Corporation shall have no preemptive rights to acquire stock in the Corporation.

**Article 4
CUMULATIVE VOTING**

4.1 Generally. Each outstanding share of common stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including without limitation the election of directors of the Corporation and other corporate purposes.

4.2 No Cumulative Voting. Shareholders of the Corporation do not have the right to cumulate their votes for board of directors.

**Article 5
REGISTERED OFFICE AND AGENT**

5.1 Address and Name. The address of the registered office of the Corporation is 2404 Bank Drive, Suite 301, Boise, Idaho 83705, and the name of the registered agent at such address is Ryan Gray.

Article 6
BOARD OF DIRECTORS

6.1 Authorized Number. The number of directors constituting the board of directors of the Corporation will be no less than one (1) and no greater than seven (7). Until changed as provided in the Corporation's Bylaws, the number of directors authorized to constitute the board of directors is three (3).

6.2 Initial Directors. The names and addresses of such persons to serve as the directors are as follows:

<u>Name</u>	<u>Address</u>
Ryan Gray	2404 Bank Drive, Suite 301, Boise, Idaho 83705
Michael Witt	2404 Bank Drive, Suite 301, Boise, Idaho 83705
Tasche Streib	2404 Bank Drive, Suite 301, Boise, Idaho 83705

Article 7
INCORPORATOR

7.1 Address and Name. For purposes of the Articles of Incorporation, the name and address of the Incorporator is William Wardwell, Varin Wardwell LLC, 242 N. 8th Street, Suite 220, Boise, Idaho 83702.

Article 8
LIMITATION OF LIABILITY

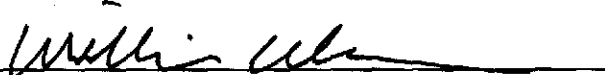
8.1 Limitation. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for 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.

Article 9
INDEMNIFICATION

9.1 Indemnity. 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).

Article 10
EXECUTION BY INCORPORATOR

Executed: April 25, 2015

By: 
William Wardwell, Incorporator

IDAHO SECRETARY OF STATE
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