

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

DGP EXCHANGES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 9, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Angie Hoken*

Corporation Clerk

ARTICLES OF INCORPORATION  
OF

DGP EXCHANGES, INC.

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The undersigned, being over the age of eighteen (18) years, for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certifies and adopts the following Articles of Incorporation:

ARTICLE I.

The name of this Corporation shall be "DGP EXCHANGES, INC." and its existence shall be perpetual.

ARTICLE II.

This Corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as amended, under the provisions of which this Corporation is incorporated.

ARTICLE III.

Shareholders of this Corporation shall have preemptive rights to acquire additional shares offered for sale by this Corporation.

ARTICLE IV.

Shareholders of this Corporation shall have cumulative voting rights.

**ARTICLE V.**

1) The location and post office address of the registered agent of this Corporation in this state shall be 1250 Ironwood Drive, Suite 303, Coeur d'Alene, Idaho 83814.

2) The registered agent of this Corporation at that address shall be Douglas G. Potter.

**ARTICLE VI.**

1) The aggregate number of shares which this Corporation shall have authority to issue is One Hundred Thousand (100,000) shares.

2) Such shares are to consist of one class only, to be known as common stock and such shares are to have no par value.

3) This Corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available, as well as from the unreserved and unrestricted earned surplus available.

4) The shares of this Corporation may be assessed if the Board of Directors so authorizes, as provided in Section 30-1-19 of the Idaho Business Corporation Act.

**ARTICLE VII.**

1) The number of Directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2) In compliance with the Idaho Business Corporation Act, this Corporation may enter into, contract and otherwise transact business as vendor, purchaser, or otherwise, with one or more of its Directors, officers, or shareholders or with any corporation, association, firm, or entity in which one or more of them are or may become interested as Directors, officers, shareholders, members or otherwise.

3) The first Director of this Corporation shall be one in number and his address is as follows:

Douglas G. Potter

1250 Ironwood Drive  
Suite 303  
Coeur d'Alene, ID 83814

4. The term of the first Director shall be until the first annual meeting of the shareholders of this Corporation and until his successor is elected and qualified.

5) A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a Director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the Director or a knowing violation of law by the Director, (ii) conduct violating Section 30-1-48 of the Idaho Business Corporation Act, or (iii) any transaction from which the Director will personally receive a benefit in money,

property, or services to which the Director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

6) The Corporation has the power to indemnify, and to purchase and maintain insurance for, its Directors, officers, trustees, employees, and other persons and agents.

Without limiting the generality of the foregoing, the Corporation shall indemnify its Directors against all liability, damages, and costs or expenses (including attorney's fees) arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law.

7) Shareholders of this Corporation are expressly and exclusively authorized to make, alter, and repeal the Bylaws

of this Corporation. the vote of the shareholders to change or repeal such Bylaws shall require an approval of sixty-six and two-thirds percent (66 2/3%) of the outstanding shares entitled to vote.

**ARTICLE VIII.**

The name and address of the incorporator is as follows:

Douglas G. Potter  
1250 Ironwood Drive  
Suite 303  
Coeur d'Alene, ID 83814

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this 26 day of November, 1991.

  
\_\_\_\_\_  
Douglas G. Potter

**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

I, Douglas G. Potter, do hereby consent to serve as registered agent of the foregoing Corporation.

  
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Douglas G. Potter

DATE: November 26, 1991.

Address of Registered Agent:

1250 Ironwood Drive  
Suite 303  
Coeur d'Alene, ID 83814