

FILED EFFECTIVE

IDAHO SECRETARY OF STATE

06/16/2015 05:00

CK:871762 CT:84697 BH:1480006

1@ 30.00 = 30.00 CONVERSION #2

ARTICLES OF INCORPORATION

OF

THE IDAHO PAINTER, INC.

2015 JUN 15 PM 4:02

SECRETARY OF STATE
STATE OF IDAHO

Effective as of June 15, 2015, the Articles of Incorporation are as follows:

**ARTICLE 1
NAME OF THE CORPORATION**

The name of the corporation is The Idaho Painter, Inc. (the "**Corporation**").

**ARTICLE 2
DURATION**

The Corporation's duration is perpetual.

**ARTICLE 3
PURPOSES OF THE CORPORATION**

The Corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act, Idaho Code Sections 30-1-101, etc. ("**IBCA**").

**ARTICLE 4
SHARES**

4.1 Capital Stock. This Corporation is authorized to issue a total of ten thousand (10,000) shares of stock (without par value) ("**Shares**"). Except to the extent the Board of Directors take action to classify or reclassify authorized and unissued Shares into other classes or series of Shares pursuant to Section **Error! Reference source not found.**, the Shares of Company's capital stock shall be Common Stock with unlimited voting rights and the right to receive the net assets of the Corporation upon dissolution.

4.2 Reacquired Shares. Unless a resolution of the Board of Directors provides that reacquired Shares shall constitute authorized and unissued Shares, any Shares reacquired by the Corporation shall be treasury Shares. The Corporation may hold, use, resell, cancel or disposed of the treasury Shares free of any restrictions that would be imposed on the original issuance of such Shares.

4.3 Preemptive Rights. Unless otherwise provided in a written agreement of the shareholders, shareholders shall have no preemptive right to acquire unissued Shares, treasury Shares, securities convertible into Shares, or securities carrying a right to subscribe to or acquire Shares.

4.4 Voting. Except as modified by this Section or the IBCA, each outstanding Share is entitled to one (1) vote, in person or by proxy, for each matter submitted to a vote at a meeting of the shareholders, including election of directors of the Corporation and other

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corporate purposes. Shareholders of the Corporation do not have the right to cumulate their votes for the Board of Directors.

ARTICLE 5 REGISTERED OFFICE AND AGENT

The name of the Corporation's commercial registered agent or, if the Corporation does not have a commercial registered agent, either (i) the name and street address of the Corporation's noncommercial registered agent or (ii) the title of an office or other position with the Corporation if process is to be served on the holder of such office or position and the street address of the business office of that person is:

Name: Christopher Berry

Street address: 10235 W. Cayuse Lane
Boise, Idaho 83714

ARTICLE 6 BOARD OF DIRECTORS

6.1 Corporate Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed by or under the direction of, the Board of Directors.

6.2 Board of Directors. The number of directors constituting the Board of Directors of the Corporation will be no less than one (1) and no greater than five (5). Until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is two (2). The name and address of each person to serve as the initial director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Christopher Berry	1053 S. Eagle Rock Place Eagle, Idaho 83616
Lisa Berry	1053 S. Eagle Rock Place Eagle, Idaho 83616

ARTICLE 7 INCORPORATOR

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brian C. Larsen	101 S. Capitol Blvd., Suite 1900 Boise, Idaho 83702-7705

ARTICLE 8
LIMITATION OF LIABILITY AND INDEMNIFICATION

8.1 Limitation of Liability. To the fullest extent permitted by law, the directors and officers of this Corporation shall not be personally liable to this Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director or officer except for liability for (i) the amount of a financial benefit received by a director or officer to which the director or officer is not entitled, (ii) an intentional infliction of harm on the Corporation or its shareholders, (iii) a violation of Idaho Code § 30-1-833, or (iv) an intentional violation of criminal law. If the IBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of this Corporation shall be eliminated or limited to the fullest extent permitted by the IBCA as so amended.

8.2 Indemnification and Expenses. The Corporation is obligated to indemnify and advance expenses to the directors and officers of the Corporation to the fullest extent permitted by the IBCA. If the IBCA is amended to permit greater indemnification of or advancement of expenses to the directors or officers, then the directors and officers of the Corporation are entitled to such greater rights of indemnification and advancement of expenses as permitted by the amendment to the IBCA.

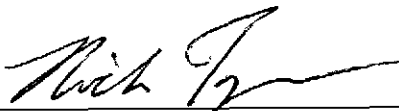
8.3 Accrual of Rights. Any repeal or modification of this Article 8 by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE 9
AMENDMENT OF ARTICLES AND BYLAWS

9.1 Reservation of Right to Amend. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation.

9.2 Bylaws Amendment by Board of Directors. The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation and to adopt new Bylaws, subject to repeal or change by vote of holders of a majority of shares of the Corporation's Common Stock.

EFFECTIVE AS OF THE 15th DAY OF JUNE, 2015.



Nicholas L. Taylor, Incorporator

FILED EFFECTIVE

STATEMENT OF CONVERSION
THE IDAHO PAINTER LLC
INTO
THE IDAHO PAINTER, INC.

2015 JUN 15 PM 4:02

SECRETARY OF STATE
STATE OF IDAHO

~~MAY 1~~, 2015
June 15

The following Statement of Conversion is signed on behalf of the converting entity in accordance with Idaho Code § 30-18-405:

1. The name of the converting entity is The Idaho Painter LLC, an Idaho limited liability company.
2. The name of the converted entity is The Idaho Painter, Inc., an Idaho corporation.
3. The Plan of Conversion was approved in accordance with the provisions of Part 4 of the Idaho Entity Transactions Act, Idaho Code § 30-18-101 et seq.
4. The Articles of Incorporation of The Idaho Painter, Inc., the converted entity, are attached hereto as Exhibit A.

Date: ~~May~~, 2015
June 15

THE IDAHO PAINTER LLC

By: 
Chris Berry, Manager

Person to contact about this filing:
Nicholas L. Taylor
Stoel Rives LLP
208-387-4288

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