

ARTICLES OF INCORPORATION

OF

TERRA GUARD, INC.

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1. **Name.** The name of the corporation is Terra Guard, Inc.
2. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be 10,000, all of which shall be common voting stock.
3. **Registered Office and Agent.** The registered office of the corporation is 171 Schoessler Lane, Bellevue, Idaho 83313. The post office address of the registered office of corporation shall be P. O. Box 1169, Hailey, Idaho 83333 and its registered agent at that address is Lawrence M. Kraay.
4. **Incorporators.** The names and addresses of the incorporators are:

Lawrence M. Kraay
P. O. Box 1169
Hailey, Idaho 83333

Shelley Berry
P. O. Box 1169
Hailey, Idaho 83333
5. **Voting Entitlement of Shares.**
 - 5.1. Except as provided in sections 5.2 and 5.3 of this Article and Article 6, below, providing for cumulative voting for votes cast for directors, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.
 - 5.2. This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.
 - 5.3. Section 5.2 of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.
 - 5.4. Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.
6. **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.


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 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 § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

In witness whereof, we have subscribed these Articles of Incorporation this 17th day of December, 1998.


LAWRENCE M. KRAAY, Incorporator


SHELLEY BERRY, Incorporator