

ARTICLES OF INCORPORATION

OF

NELSON & JOHNSON, INC.

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SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of legal age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

I.

NAME

The name of the corporation shall be Nelson & Johnson, Inc.

II.

REGISTERED OFFICE

The location and post office address of the registered office of the corporation shall be 2321 Cleveland Blvd., Caldwell, ID 83605.

III.

REGISTERED AGENT

The name of the registered agent of the corporation is Jerry R. Nelson.

IV.

DURATION

The period of existence and duration of the corporation shall be perpetual.

V.

CORPORATE PURPOSE

The purpose for which the corporation is organized shall be the transaction of any and all lawful business for which corporations may be incorporated under the laws of Idaho.

VI.

AUTHORIZED CAPITAL STOCK

The corporation shall have 1,000 shares of no par value common stock. Each share shall have the same rights, privileges and voting power and shall be non-assessable.

VII.

INCORPORATORS

The names and post office addresses of the incorporators are as follows:

<u>Names</u>	<u>Post Office Addresses</u>
Jerry R. Nelson	15566 Longhorn Dr., Caldwell, ID 83607
Phyllis K. Nelson	15566 Longhorn Dr., Caldwell, ID 83607

VIII.

DIRECTORS

There shall be one (2) directors of the corporation, but the number of directors may be increased or decreased from time to time as provided by the bylaws. The names and post office addresses of the initial directors, named by the incorporators, are as follows:

<u>Names</u>	<u>Post Office Addresses</u>
Jerry R. Nelson	15566 Longhorn Dr., Caldwell, ID 83607
Phyllis K. Nelson	15566 Longhorn Dr., Caldwell, ID 83607

The initial directors shall serve until the first election of the directors.

IX.

BYLAWS

The Board of Directors, by a majority vote, shall have the power to adopt bylaws, and to repeal and amend bylaws.

X.

NO IMPOSITION OF PERSONAL LIABILITY UPON SHAREHOLDERS

There shall be no imposition of personal liability on shareholders of this corporation for the debts of this corporation other than to pay the consideration for the shares authorized to be issued to the shareholder and for any personal liability imposed under law by reason of the shareholder=s own acts or conduct.

XI.

PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

XII.

LIMITATION OF LIABILITY OF DIRECTORS TO SHAREHOLDERS

The Directors of this corporation shall not be liable to the shareholders for money damages for any action taken, or any failure to take any action, as a director except for action taken, or any failure to take any action, as a director and the director received financial benefit to which he was not entitled and limited to that amount and/or the intentional infliction of harm to this corporation or its shareholders and/or a violation of Section 30-1-833 Idaho Code and/or an intentional violation of criminal law.

XIII.

INDEMNIFICATION OF DIRECTORS FOR LIABILITY

It is obligatory for this corporation to indemnify director liability to any person for any action taken, or any failure to take any action as a director, except for liability for receipt by the director of a financial benefit to which the director is not entitled, and/or an intentional

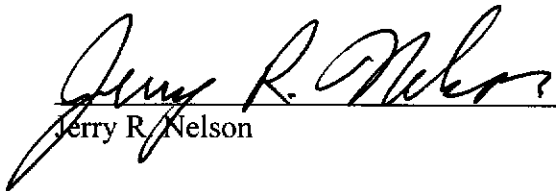
infliction of harm to this corporation or its shareholders, and/or a violation of Section 30-1-833 Idaho Code and/or an intentional violation of criminal law.

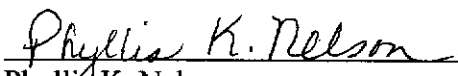
XIV.

DIRECTOR CONFLICTS OF INTEREST

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporators of said corporation have executed these Articles of Incorporation this 30th day of December, 2010.


Jerry R. Nelson


Phyllis K. Nelson