

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

DBSI MIDVALLEY SC INC.

2003 DEC 17 AM 9:10

STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation shall be DBSI MidValley SC Inc.

II.

The corporation shall exist in perpetuity.

III.

The address of the initial registered office of this corporation in the state of Idaho shall be 1550 S. Tech Lane, Meridian, Idaho 83642, and the name of the initial registered agent at that address shall be Douglas L. Swenson.

IV.

The name and address of the incorporator is as follows:

Name

Address

Douglas L. Swenson

1550 S. Tech Lane, Meridian, Idaho 83642

V.

The nature of the business and the purposes to be conducted and promoted by the corporation are to engage in the activity of acting as the managing member of a limited liability company (the "Company"). The corporation shall exercise all powers enumerated in the Idaho Business Corporation Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

IDAHO SECRETARY OF STATE  
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## VI.

The business of this corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be four (4), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Douglas L. Swenson	1550 S. Tech Lane, Meridian, Idaho 83642
Charles E. Hassard	1550 S. Tech Lane, Meridian, Idaho 83642
Walt Mott	1550 S. Tech Lane, Meridian, Idaho 83642
John Mayeron	1550 S. Tech Lane, Meridian, Idaho 83642

## VII.

The aggregate number of shares which this corporation shall have authority to issue shall be 500,000 of nonassessable, common stock having no par value.

## VIII.

To the fullest extent permitted by law, but subject to the last sentence of this Article VII, this corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, Company, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty except: For any breach of the director's duty of loyalty to the corporation or its shareholders; for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in Section 30-1-48, Idaho Code; or for any transaction from which the director derives an improper personal benefit.

IN WITNESS WHEREOF, I have hereunto set my hand this 16<sup>th</sup> of December, 2003.



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Douglas L. Swenson, Incorporator

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