

Articles of Incorporation

Of

Duck Bros., Inc.

FILED EFFECTIVE  
2003 JUL 21 AM 9:33  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned person, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is: Duck Bros., Inc.

ARTICLE II

Purpose

The Corporation is organized for the purpose of engaging in any lawful business.

ARTICLE III

Powers

The Corporation shall have the power to do all things necessary or convenient to carry out its business and affairs.

ARTICLE IV

Shares

- A. Authorized Shares. The Corporation shall have authority to issue 10,000 shares of no par value common stock.
- B. No Preemptive Rights Granted. The shareholders of the Corporation do not have a preemptive right to acquire the Corporation's unissued shares.

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## ARTICLE V

### Indemnification

In addition to the other powers now or hereafter conferred upon the Corporation by these Articles of Incorporation, the Idaho Business Corporation Act or otherwise, the Corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect thereto), without regard to whether such powers are expressly provided for by the Idaho Business Corporation Act. The board of directors is hereby authorized on behalf of the corporation and without shareholder action to exercise all of the Corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

## ARTICLE VI

### Elimination of Certain Liabilities of Directors

There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director, provided, however, that this provision shall not eliminate or limit the liability of a director to the Corporation or its shareholders for monetary damages for any breach, act, omission, or transaction as to which the Idaho Business Corporation Act (as in effect from time to time) expressly prohibits the elimination of liability. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the forgoing provisions of this Article by the shareholders of the corporation or any repeal or modification of the provisions of the Idaho Business Corporation Act that permits the elimination of liability of directors by the Article shall not affect adversely any elimination of liability, right or protection of a director of the Corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

## ARTICLE VIII

### Quorum

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Except as otherwise provided by these Articles of Incorporation or the Idaho Business Corporation Act, if a

quorum is present, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action.

#### ARTICLE VIII

##### Registered Office and Agent

The address of the initial registered off of the Corporation is 4795 Swan Valley Hwy., Palisades, Idaho 83428. The name and address of the initial registered agent of the Corporation is Robert Eugene Duckworth, III, 4795 Swan Valley Hwy., Palisades, Idaho 83428.

#### ARTICLE IX

##### Board of Directors

The Bylaws of the Corporation may establish a range for the size of the board of directors by setting forth a minimum and a maximum number of directors. The Bylaws of the Corporation shall further set forth the method by which the number of directors shall be fixed within such range.

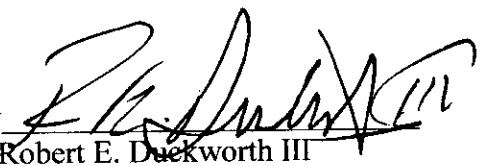
#### ARTICLE X

##### Incorporator

The name and address of the incorporator is:

Robert E. Duckworth III  
4795 Swan Valley Hwy.  
Palisades, Idaho 83428

IN WITNESS WHEREOF the undersigned has executed these Articles of Incorporation on this 1<sup>st</sup> day of January, 2003.

By   
Robert E. Duckworth III