

ARTICLES OF INCORPORATION

FILED EFFECTIVE

OF

2005 JUN 21 10:28

EXIT 155 PROPERTIES, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE

Name: The name of the corporation is Exit 155 Properties, Inc.

ARTICLE TWO

Stock: The total authorized number of par value shares of stock is One Hundred Thousand (100,000). The aggregate par value of the total authorized number of par value shares is One Million Dollars (\$1,000,000.00), based upon a par value of Ten and no/100 Dollars (\$10.00) per share.

ARTICLE THREE

Registered Office and Registered Agent: The address of the registered office of the corporation in the State of Idaho is 1825 E. 2950 S., Wendell, Idaho 83355. The name of the corporation's registered agent at that address is Roland J. Marlow.

ARTICLE FOUR

Incorporator: The name and mailing address of the incorporator is Roland J. Marlow, P.O. Box 125, Wendell, Idaho 83355.

ARTICLE FIVE

Board of Directors: The business of this corporation shall be managed and conducted by a board of not less than three (3) and not more than seven (7) directors. The directors shall be elected in the manner set forth in the Bylaws.

ARTICLE SIX

Directors: The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders and until their successors are elected and qualified are:

Roland J. Marlow  
1825 E. 2950 S.  
Wendell, ID 83355

Edna Ramona Marlow  
1825 E. 2950 S.  
Wendell, ID 83355

Kenny Anderson  
1744 Bob Barton Hwy  
Wendell, ID 83355

IDaho SECRETARY OF STATE  
07/21/2005 05:00  
CK: 3673 CT: 170331 BH: 022494  
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## ARTICLE SEVEN

Articles - Amendment: The Articles of Incorporation may be amended by the affirmative vote of the holders of record of Fifty-one percent (51%) of the outstanding stock of the Corporation entitled to vote in respect thereof, given at any annual meeting or any special meeting, provided notice of the proposed amendment be included in the notice of such meeting.

## ARTICLE EIGHT

Bylaws - Adoption: In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the Corporation as are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation.

## ARTICLE NINE

Bylaws - Amendment: All Bylaws of the corporation shall be subject to alteration or repeal, and new Bylaws may be made, by the affirmative vote of the holders of record of Fifty-one percent (51%) of the outstanding stock of the corporation given at any annual meeting or at any special meeting, provided notice of the proposed alteration or repeal or of the proposed new Bylaws be included in the notice of such meeting.

## ARTICLE TEN

Sale of Corporation's Assets: The corporation shall not sell, lease, convey, exchange, transfer, or otherwise dispose of all or substantially all of its property and assets, not in the regular course of its business, without authorization by a resolution adopted by a majority of the members of the Board of Directors and by a vote or written consent of Fifty-one percent (51%) of the holders of the outstanding shares.

## ARTICLE ELEVEN

Restriction on Alienation of Stock: The stock of the corporation may be subject to restrictions on the transfer of stock provided any agreement imposing those restrictions is on file with the Secretary of the corporation and notice of the restriction is placed conspicuously on each stock certificate.


## ARTICLE TWELVE

Limited Liability of Directors: No director shall be liable to the corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except liability for (1) the amount of a financial benefit received by a director to which he was not entitled; (2) intentional infliction of harm on the corporation or the shareholders; (3) unlawful distributions; or (4) intentional violation of criminal law.

**ARTICLE THIRTEEN**

Indemnification of Directors: A director may obtain indemnification from the corporation for liability to any person for any action taken, or any failure to take action, as a director, except liability for (1) the amount of a financial benefit received by a director to which he was not entitled; (2) intentional infliction of harm on the corporation or the shareholders; (3) unlawful distributions; or (4) intentional violation of criminal law.

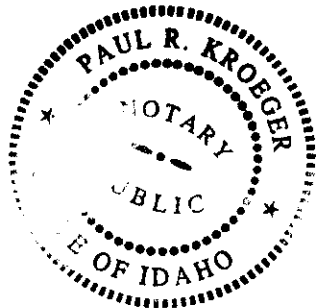
IN WITNESS WHEREOF, these Articles of Incorporation are executed in duplicate on the 20 day of July, 2005.

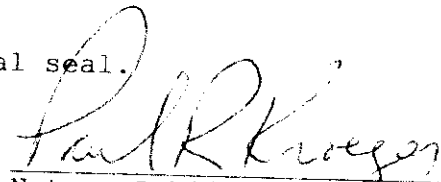
  
ROLAND J. MARLOW, Incorporator

STATE OF IDAHO                    )  
  ss.  
County of Gooding                )

On this 20 day of July, 2005, before me, the undersigned Notary Public in and for said state, personally appeared Roland J. Marlow, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

WITNESS my hand and official seal.



  
Notary Public for Idaho  
Residing at Wendell, ID  
Commission expires 9/14/2011