

Oct 10 3 11 PM '97

ARTICLES OF INCORPORATION

SECRETARIAL STATE

OF

MORGAN, INC.

1. **Name.** The name of the corporation is **Morgan, Inc.**
2. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be **One Hundred Thousand (100,000)**, all of which shall be common voting stock.
3. **Registered office and agent.** The registered office of the corporation is at 7115 Folk Drive, Boise, Idaho 83704, and its registered agent at that address is **Max Morgan**.
4. **Incorporator.** The name of the incorporator is **Max Morgan** and the incorporator's address is 7115 Folk Drive, Boise, Idaho 83704.
5. **Voting Entitlement of Shares.**
 - (1) Except as provided in sections (2) and (4) of this paragraph, 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.
 - (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.
 - (3) Section (2) of this paragraph does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

IDAHO SECRETARY OF STATE

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(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. **Elimination of Board of Directors.** The undersigned Incorporator shall initially be the only shareholder of the corporation, and hereby agrees, pursuant to Idaho Code, §30-1-732, that the corporation shall not have a Board of Directors, and that the corporation shall be governed directly by its shareholders. Subject to amendment by all persons who are shareholders at the time of the amendment, this provision shall be valid for the entire term in which the corporation is in existence. The provisions of this paragraph shall be noted conspicuously on the front or back of each certificate for outstanding shares or on the information statement required by Idaho Code, §30-1-626(2).

7. **Indemnification.** The corporation shall indemnify the 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).

In witness whereof, I have subscribed these Articles of Incorporation this 9th day of October, 1997.


Max Morgan