

**FILED/EFFECTIVE**

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STATE OF IDAHO

**ARTICLES OF INCORPORATION  
of  
LMNBC, INCORPORATED**

The undersigned person, acting as incorporator of a corporation organized under the laws of Idaho, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of the corporation is LMNBC, Incorporated.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:  
723 East 200 South  
Burley, Idaho 83318

**ARTICLE III  
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Rebecca M. Gummerson  
723 East 200 South  
Cassia County  
Burley, Idaho 83318

IDAHO SECRETARY OF STATE

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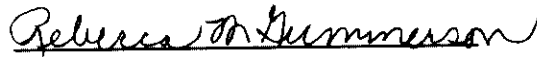
## **ARTICLE V PURPOSE**

The general purpose of the corporation is to engage in any lawful activity permitted by the laws of the state of Idaho. The specific purpose is to act as a holding company for service businesses.

## **ARTICLE VI DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

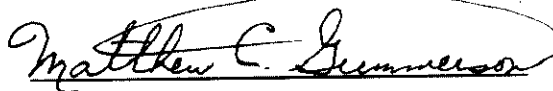
Rebecca M. Gummerson  
723 East 200 South  
Burley, Idaho 83318



Laura D. Jones  
7529 W. Florence Lane Apt. 101  
Boise, Idaho 83704



Matthew C. Gummerson  
723 East 200 South  
Burley, Idaho 83318



Nicole L. Gummerson  
723 East 200 South  
Burley, Idaho 83318



After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into four (4) classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

## **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any

duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemption, or (iv) a transaction from which the director derives an improper personal benefit.

## **ARTICLE VIII OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or Vice President and the Secretary or treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President, Vice-President, or Secretary. Notwithstanding the preceding provisions of this section any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Rebecca M. Gummerson, Incorporator  
Rebecca M. Gummerson, Incorporator  
723 East 200 South  
Burley, Idaho 83318

State of Idaho     )  
                                  ) ss.  
County of Cassia    )

Subscribed and sworn to (or affirmed) before me this 16<sup>th</sup> day of March, 2000.

Dee Kuncial  
Notary Public

Commission Expires: 4-27-2001

Residing at: Hamilton Idaho