

**FILED**

98 AUG -3 PM 2:26  
SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
DONYA CORPORATION, INC.**

IDAHO SECRETARY OF STATE

08/03/1998 09:00  
EX: 3226 CT: 3544 IN: 12345

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The undersigned, to form a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

I

The name of the Corporation is DONYA CORPORATION, INC.

II

The period of its duration is perpetual.

III

The purpose or purposes for which the Corporation is organized is for the transaction of any or all lawful business for which Corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

IV

The aggregate number of shares which the Corporation shall have the authority to issue is ONE HUNDRED THOUSAND (100,000) shares, all of one class, no par value.

V

The address of the initial registered office of the Corporation and the initial registered agent at such address is:

REGISTERED AGENT

Tanya L. Cavanaugh

REGISTERED ADDRESS

250 Northwest Boulevard  
Suite 106B  
Coeur d'Alene, Idaho 83814

VI

The names and addresses of the Incorporator herein and of the persons who shall serve as initial Directors until the first annual meeting of the shareholders are:

C125089

INCORPORATOR

ADDRESS

G'Neil Delack

250 Northwest Boulevard  
Suite 106B  
Coeur d'Alene, Idaho 83814

BOARD OF DIRECTORS

ADDRESS

William L. Delack

250 Northwest Boulevard  
Suite 106B  
Coeur d'Alene, Idaho 83814

G'Neil Delack

250 Northwest Boulevard  
Suite 106B  
Coeur d'Alene, Idaho 83814

Donald J. Cavanaugh

250 Northwest Boulevard  
Suite 106B  
Coeur d'Alene, Idaho 83814

Tanya L. Cavanaugh

250 Northwest Boulevard  
Suite 106B  
Coeur d'Alene, Idaho 83814

VII

The stock of the Corporation shall be non-assessable common stock.

VIII

A Director shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except that a Director shall be liable for the following:

- a. For any breach of the Director's duty of loyalty to the Corporation or to its stockholders.
- b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c. For acts or omissions which involve Director liability as provided in Idaho Code Section 30-1-48, which states that a Director shall be liable under the following circumstances:

1. If the Director votes for or assents to the declaration of any dividend or other distribution of the assets of a Corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.

2. If the Director votes for or assents to the purchase of the Corporation's own shares contrary to the provisions of the Idaho General Business Corporations Act.

3. If the Director votes for or assents to any distribution of assets of the Corporation to its shareholders during the liquidation of the Corporation without the payment and discharge of, or making adequate provisions for, all known debts, obligations, and liabilities of the Corporation.

4. For any transaction from which the Director derives an improper personal benefit.

DATED this 7 day of August, 1998.

  
G'NELL DELACK

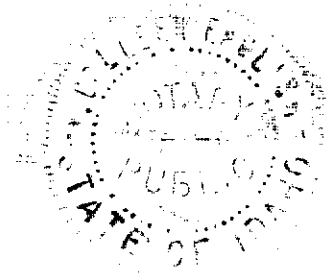
STATE OF IDAHO )

) ss.

County of Kootenai )

On this 1st day of August, 1998, before me, the undersigned Notary Public for the State of Idaho, personally appeared G'NELL DELACK, known or identified to me to be the Incorporator for DONYA CORPORATION, INC., and who executed the within and foregoing instrument on behalf of said Corporation, and acknowledged to me that such Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



*M. Carmen England*

Notary Public in and for the

State of Idaho

Residing at: *Post Falls*

Comm. Exp.: *12/18/2001*