

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

**Triple Valley Corporation**

2006 AUG -8 AM 9:13

SECRETARY OF STATE  
STATE OF IDAHO

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

**ARTICLE I**

The name of the Corporation is Triple Valley Corporation.

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The Corporation is a Subchapter S Corporation and the purpose or purposes for which the Corporation is organized are: residential remodel, kitchen & bathroom repair, deck repair, carpentry work, painting, tile work, and window installation; and to engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of Idaho for Private Corporations.

**ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, at no par value per share.

**ARTICLE V**

There are no provisions denying preemptive rights.

**ARTICLE VI**

Provisions for the regulation of the internal affairs of the Corporation are the Bylaws of the Corporation.

**ARTICLE VII**

The address of the initial registered office of the corporation is 6010 Poplar Drive, Boise, Idaho 83704 and the name of its initial registered agent as such address is Tabbatha Willis.

IDAHO SECRETARY OF STATE  
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## **ARTICLE VIII**

The Board of Directors has the power to make, repeal, amend and alter the Bylaws of the Corporation, to the extent provided in the Bylaws. However, the paramount power to repeal, amend and alter the Bylaws, or to adopt new Bylaws, is vested in the shareholders. This power may be exercised by a vote of a majority of shareholders present at any annual or special meeting of the shareholders. Moreover, a director has no power to suspend, repeal, amend or otherwise alter any Bylaw or portion of any Bylaw so enacted by the shareholders, unless the shareholders, in enacting any Bylaw or portion of any Bylaw, otherwise provided.

## **ARTICLE IX**

The private property of the shareholders of the Corporation is not subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription for shares (applies to shareholders only) relating to any actions taken, or any failure to take any action, except for:

1. The amount of a financial benefit received by a Director to which he is not entitled,
2. An intentional infliction of harm on the Corporation or the shareholders,
3. A violation of Section 30-1-833, Idaho Code, or
4. An intentional violation of criminal law; and

The Corporation must indemnify a Director for liability, as defined in Section 30-1-850(5), Idaho Code, to any person for any action taken by the Director, or the failure to take any action, by a Director, except liability for:

1. Receipt of a financial benefit to which a Director is not entitled,
2. An intentional infliction of harm on the Corporation or its shareholders,
3. A violation of Section 30-1-833, Idaho Code, or
4. An intentional violation of criminal law.

## **ARTICLE X**

The shareholders of the Corporation agree to be taxed pursuant to the S Corporation provisions of the Internal Revenue Code of 1986, as amended ("Election"), then to the extent allowed by law, the Corporation and the board of Directors will each year, on or before the due date(s) for estimated payment(s) of federal and applicable state and local income taxes, pay to the shareholders, by way of salary, bonus, dividend or otherwise, sufficient money for each shareholder to pay the federal and applicable state and local income taxes due for the applicable time periods. In the event of an Election, neither any shareholder nor any of the officers of the Corporation may, without the prior written consent of the record shareholders of more than fifty

percent (50%) of the then outstanding share of stock in the Corporation, make or effect any transfer of any shares of stock in the Corporation that would cause a termination or invalidation of the Election.

#### ARTICLE XI

The number of Directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
Tabbatha L. Willis	6010 Poplar Drive, Boise, Idaho 83704

#### ARTICLE XII

The name and address of each incorporator is:

NAME	ADDRESS
Tabbatha L. Willis	6010 Poplar Drive, Boise, Idaho 83704

DATED this 7<sup>th</sup> day of August, 2006.

  
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Tabbatha Willis, Director