



ARTICLES OF INCORPORATION

(General Business)

(Instructions on back of application)

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation to the Secretary of State.

FILED EFFECTIVE
2005 MAR 25 PM 2:17
STATE OF IDAHO

Article 1: The name of the corporation shall be:

~~SKX INC~~ Mesa Enterprises, Inc.

Article 2: The number of shares the corporation is authorized to issue: 10,000 Common Voting Shares

Article 3: The street address of the registered office is: 309 Cottonwood St., Bellevue, ID 83313

and the registered agent at such address is: Shannon M. Lincoln

Article 4: The name of the incorporator is: Shannon M. Lincoln

and address of the incorporator is: PO Box 3265, Hailey, ID 83333

Article 5: The mailing address of the corporation shall be:

PO Box 3265, Hailey, ID 83333

Optional Articles:

(See Articles 6 through 9)

Article 6: Board of Directors (See Attached)

Article 7: Corporation Purpose (See Attached)

Article 8: Preemptive Rights (See Attached)

Article 9: Limitation of Liability (See Attached)

Signature of at least one incorporator:

Typed Name: Shannon M. Lincoln

Typed Name: _____

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
03/25/2005 05:00
CK: 2022 CT: 135400 BH: 800871
1 @ 100.00 = 100.00 CORP # 2

Web Form

C159648

ARTICLES OF INCORPORATION

OF

~~SKX INC~~

MESA ENTERPRISES, INC.

2005 MAR 25 PM 2:17
CLERK OF STATE OF IDAHO
STATE OF IDAHO

OPTIONAL ARTICLES

Article 6: Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be two (2), and the names and addresses of the persons to serve as director until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Shannon M. Lincoln	PO Box 3265, Hailey, ID 83333
Kevin L. Lincoln	PO Box 3265, Hailey, ID 83333

Article 7: Corporate purpose. The purpose for which this corporation is organized is the transaction of any and all lawful business for which such corporations may be incorporated under the Idaho Business Corporation Act. The primary purpose for which this corporation is organized is Realty and Environmental Services.

Article 8: Preemptive Rights. The corporation elects to have preemptive rights.

Article 9: Limitation of Liability. No Director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which his is not entitled; (ii) an intentional infliction of harm on the professional corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

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