

FILED

ARTICLES OF INCORPORATION  
OF

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SECRETARY OF STATE  
STATE OF IDAHO

Keller Enterprises, Inc.

IDAHO SECRETARY OF STATE

08/24/1998 09:00  
CK: NO CK # CT: 103838 BH: 138977

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ARTICLE I

NAME: The name of the corporation shall be Keller Enterprises, Inc.

ARTICLE II

PURPOSE: The purposes for which this corporation is organized is the transaction of any and all lawful business for which a corporation may be formed under the laws of the State of Idaho.

ARTICLE III

INITIAL BUSINESS: The corporation initially intends to engage in the business of construction, repair, or any other lawful activity.

ARTICLE IV

DURATION: The duration of this corporation shall be perpetual.

ARTICLE V

BOARD OF DIRECTORS AND INCORPORATORS: The initial Board of Directors shall consist of the Directors who are the incorporators. The names and addresses of the incorporators and the persons who are to serve as Directors until the organizational meeting of Stockholders, or until their successors are elected and qualified, are:

William J. Keller  
PO Box 526  
119 F Street  
Smelterville, Idaho 83868

Amanda D. Keller  
PO Box 526  
119 F Street  
Smelterville, Idaho 83868

ARTICLE VI

NUMBER OF DIRECTORS: The number of persons to serve on the Board of Directors shall be fixed by the By-Laws, but in no case shall the number be less than 1 or more than 3. The Directors need not be Stockholders of the Corporation unless so required by the By-Laws. The Board of Directors shall be elected by the Stockholders at their annual meeting to be held on the 1st of January each year, or such other day as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The By-Laws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may elect such officers as the By-Laws may

specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the By-Laws may provide. The Board of Directors is expressly authorized to make, alter or repeal the By-Laws of this Corporation or any Article therein.

## **ARTICLE VII**

**PRIVATE PROPERTY:** The private property of the Stockholders, Directors, Officers, employees and/or agents of the Corporation shall be forever exempt from all corporate debts of any kind whatsoever.

## **ARTICLE VIII**

**INDEMNIFICATION OF OFFICERS AND DIRECTORS:** The Corporation shall indemnify every Director and Officer, or his or her heirs, executors and administrators, against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be a party by reason of him or her being, or having been, a Director or Officer of the Corporation except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. This right of indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgements, penalties or fines rendered or levied against such Officer or Director and the amounts paid in settlement by him or her in such settlement shall have been approved by the Board of Directors of the Corporation.

## **ARTICLE IX**

**CONSIDERATION:** The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of a stated sum which shall be at least One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.

## **ARTICLE X**

**CAPITAL STOCK:** The Corporation shall have the authority is issue 10,000 Shares of Common Stock, each Share to have No Par Value. The Shares may be issued for the consideration expressed in dollars as may be fixed from time to time by the Board of Directors, and may be designated as voting or non-voting at the time of issuance.

## **ARTICLE XI**

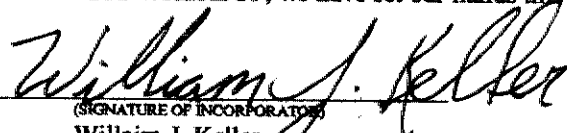
**REGISTERED OR STATUTORY AGENT:** The name of the registered agent and the registered office are:

Jay Q. Sturgell  
Attorney at Law  
PO Box 327 -  
205 West Mission  
Kellogg, Idaho, 83837

## ARTICLE XII

FISCAL YEAR: The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

IN WITNESS WHEREOF, we have set our hands this August 18, 1998.

  
(SIGNATURE OF INCORPORATOR)  
William J. Keller

  
(SIGNATURE OF INCORPORATOR)  
Amanda D. Keller


## ACKNOWLEDGMENT

STATE OF Idaho            )  
                                      )ss  
COUNTY OF Kootenai    )

ON THIS August 18, 1998, before me, the undersigned Notary Public, personally appeared Willaim J Keller known to me as the person whose name are subscribed to the foregoing Articles of Incorporation and acknowledge that they execute the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal

MY COMMISSION EXPIRES: 1/20/2001

  
(SIGNATURE - NOTARY PUBLIC)  
Jay Q. Sturgell

