

FILED

ARTICLES OF INCORPORATION

99 MAR -5 AM 8:52

OF

SECRETARY OF STATE
STATE OF IDAHO

ROBERT A. GOYDEN, INC.

IDAHO SECRETARY OF STATE
03/05/1999 09:00
EX: 83705 CT: 83412 IN: 19445
100.00 = 100.00 CORP # 2

THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name. The name of the corporation is Robert A. Goyden, Inc.
2. Authorized Shares. The aggregate number of shares the corporation is authorized to issue shall be 1,000, all of which shall be common voting stock.
3. Registered Office and Agent. The registered office of the corporation is: 3110 Edson Terrace, Boise, ID 83705; and its registered agent at that address is Robert Goyden.
4. Incorporator. The name of the incorporator is: Robert A. Goyden; and the incorporator's address is: 3110 Edson Terrace, Boise, ID 83705.
5. Initial Director. The name and address of the initial director of the corporation is: Robert A. Goyden; 3110 Edson Terrace, Boise, ID 83705.
6. Initial Board of Directors. The number of directors constituting the initial board of directors is one (1), who is Robert A. Goyden and Robert A. Goyden shall serve until the first meeting of the shareholders and until his successors are elected and qualified. The number of directors of the corporation shall be fixed from time to time by or in the manner provided in the Bylaws of the corporation. The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation and to adopt new Bylaws, subject to repeal or change by a majority vote of the shareholders. A director of this Corporation shall not be personally liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty of this Corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 30-1-48, Idaho Code, or (d) for any transaction from which the director derived an improper personal benefit. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, so as amended. Any repeal or modification of this Article sixth by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.
7. Corporate Purpose. The purpose for which this corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

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8. Indemnification and Limitation of Liability. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended. No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (a) the amount of a financial benefit received by the director to which he is not entitled; (b) an intentional infliction of harm on the corporation or the shareholders; (c) a violation of Idaho Code §30-1-833; or (d) an intentional violation of criminal law.

In witness whereof, I have subscribed these Articles of Incorporation this 4th day of March, 1999.



ROBERT A. GOYDEN, Incorporator