

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
BLUE SPRING INTERNATIONAL, INC.**

2015 NOV 20 PM 4:23

SECRETARY OF STATE  
STATE OF IDAHO

**NOVEMBER 20, 2015**

Effective as of the date set forth above, the Articles of Incorporation of Blue Spring International, Inc. are as follows:

**ARTICLE 1  
NAME OF THE CORPORATION**

The name of the corporation is Blue Spring International, Inc. (the "**Corporation**").

**ARTICLE 2  
DURATION**

The Corporation's duration is perpetual.

**ARTICLE 3  
PRINCIPAL OFFICE OF THE CORPORATION**

The mailing address of the Corporation's principal office is 3018 N Holmes Avenue, Idaho Falls, ID 83401-1555.

**ARTICLE 4  
PURPOSES OF THE CORPORATION**

The Corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act, as codified at Chapter 29, Title 30, Idaho Code (the "**IBCA**"), so long as such business is not inconsistent with the requirements and restrictions applicable to IC-DISC entities as provided in Sections 991 through 999 of the Internal Revenue Code and related regulations and rulings.

**ARTICLE 5  
SHARES**

**5.1 Capital Stock.** The Corporation is authorized to issue only one class of capital stock designated as "**Common Stock**." The Corporation is authorized to issue 1 share of Common Stock with a stated par value of \$2,500.

**5.2 Transfer.** No shareholder of the Corporation may sell or transfer shares except to another person that is eligible to be a shareholder of the Corporation.

**5.3 Preemptive Rights.** Unless otherwise provided in a written agreement of the shareholders of the Corporation, no shareholder of the Corporation shall have a preemptive right to acquire stock in the Corporation.

C207852

5.4 **Treasury Shares.** Unless a resolution of the Board of Directors provides that reacquired Common Stock constitutes authorized but unissued shares of Common Stock, reacquired Common Stock constitutes treasury shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of Common Stock.

5.5 **Voting.** Each outstanding share of Common Stock is entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes. Shareholders of the Corporation do not have the right to cumulate their votes for Board of Directors.

## **ARTICLE 6 REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 3971 E. Menan Lorenzo Highway, Rigby ID 83442. The name of the registered agent at such address is Steven J. Browning.

## **ARTICLE 7 BOARD OF DIRECTORS**

7.1 **Corporate Powers.** The Board of Directors manage the business and affairs of the Corporation and have all corporate powers of the Corporation, subject to any limitation set forth in the Corporation's Bylaws or a shareholder agreement authorized under the IBCA.

7.2 **Board of Directors.** The number of directors constituting the Board of Directors will be no less than one (1) and no greater than ten (10). Until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is two (2). The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Eric L. Browning	1098 E. 1485 N. Shelley ID 83274
Steven J. Browning	3971 E. Menan Lorenzo Highway, Rigby ID 83442

## **ARTICLE 8 INCORPORATOR**

For purposes of these Articles of Incorporation, the name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Dustin Liddle	877 Main Street, Suite 1000, Boise ID 83701

**ARTICLE 9  
LIMITATION OF LIABILITY**

A director of the Corporation will not be personally liable to the Corporation or its shareholders for money damages for any action taken as a director, or any failure to take action as a director, except for any liability for: (i) the amount of a financial benefit received by the director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) a violation of Section 30-1-833 of the IBCA, or (iv) an intentional violation of criminal law. If the IBCA is amended to permit greater elimination or limitation of personal liability of directors, then the directors of the Corporation will be entitled to such greater rights as permitted by the amendment to the IBCA.

**ARTICLE 10  
INDEMNIFICATION**

The Corporation shall indemnify the directors of the Corporation to the fullest extent permitted by the IBCA. If the IBCA is amended to permit greater indemnification of directors, then the directors of the Corporation will be entitled to such greater rights as permitted by the amendment to the IBCA.

**ARTICLE 11  
EXECUTION**

For the purpose of forming this Corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation effective as of the date first set forth above.

By:  \_\_\_\_\_  
Dustin Liddle, Incorporator

IDAHO SECRETARY OF STATE  
11/20/2015 05:00  
CK:3381940 CT:172099 BH:1501377  
1@ 100.00 = 100.00 CORP #2