

IDAHO SECRETARY OF STATE
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ARTICLES OF INCORPORATION JUN 18 PM 3:12
 OF
 ENGELMANN ACQUISITION, INC. SECRETARY OF STATE
 STATE OF IDAHO

The undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certifies and adopts the following Articles of Incorporation:

ARTICLE I.
NAME

The name of this Corporation shall be "ENGELMANN ACQUISITION, INC."

ARTICLE II.
SHARES

The aggregate number of shares which this Corporation shall have authority to issue is fifty thousand (50,000) shares of common stock with One Cent (\$.01) par value per share.

ARTICLE III.
REGISTERED AGENT

The registered agent of this Corporation and the street address of the registered office of this Corporation are as follows:

Registered Agent

Philip J. Carstens, Jr.

Registered Office Address

c/o K&L Gates LLP
 1200 Ironwood Dr., Suite 315
 Coeur d'Alene, ID 83814

The mailing address of this Corporation shall be P.O. Box 6240, Ketchum, ID 83340.

ARTICLE IV.
PREEMPTIVE RIGHTS

Shareholders of this Corporation shall not have preemptive rights to acquire additional shares offered for sale by this Corporation.

ARTICLE V.
CUMULATIVE VOTING

Shareholders of this Corporation shall not have cumulative voting rights.

ARTICLE VI.
DIRECTORS

1. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except this

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limitation on liability shall not apply to (a) receipt by a director of a financial benefit to which he/she is not entitled, (b) an intentional infliction of harm on the corporation or its shareholders, (c) a violation of IC 30-1-833, or (d) an intentional violation of criminal law. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. 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 the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph 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.

**ARTICLE VII.
INCORPORATOR**

The name and address of the incorporator are:

Name

Philip J. Carstens, Jr.

Address

K&L Gates LLP
618 W Riverside Ave
Suite 300
Spokane, WA 99201-0602

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this 18th day of June, 2009.



PHILIP J. CARSTENS, JR., Incorporator