

**FILED EFFECTIVE**

ARTICLES OF INCORPORATION

2011 JUL 12 AM 8:12

OF

SECRETARY OF STATE  
STATE OF IDAHO

XTR, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1. Name. The name of the corporation is XTR, Inc.

ARTICLE 2. Shares. The corporation is authorized to issue 100,000 shares, all of one class.

ARTICLE 3. Registered Office and Registered Agent. The address of the corporation's initial registered office in the state of Idaho is 440 Advantage Lane, Ammon, Idaho 83406. The name of the corporation's initial registered agent at such address is Penney A. Rockhill.

ARTICLE 4. Directors. The Board of Directors shall consist of one or more directors. The number of directors constituting the initial Board of Directors is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

| <u>Name</u>        | <u>Address</u>                           |
|--------------------|--|
| Travis B. Rockhill | 440 Advantage Lane<br>Ammon, Idaho 83406 |
| Penney A. Rockhill | 440 Advantage Lane<br>Ammon, Idaho 83406 |

ARTICLE 5. Incorporator. The name and address of the incorporator are:

| <u>Name</u>        | <u>Address</u>                           |
|--------------------|--|
| Penney A. Rockhill | 440 Advantage Lane<br>Ammon, Idaho 83406 |

ARTICLE 6. Cumulative Voting. All shareholders of the corporation are entitled to cumulate their votes for directors.

ARTICLE 7. Preemptive Rights. The corporation elects to have preemptive rights.

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ARTICLE 8. Share Issuance and Transfer Restrictions. The issuance of shares by the corporation, and the transfer of issued and outstanding shares of the corporation, to any person who is not a shareholder of the corporation shall require prior written authorization signed by shareholders holding at least two-thirds (2/3) of the then issued and outstanding shares of the corporation.

ARTICLE 9. Bylaws. The initial Bylaws of the corporation shall be adopted by the initial Board of Directors. Thereafter, the Bylaws of the corporation may be amended, modified, altered and repealed, and new Bylaws may be adopted, only by written authorization signed by shareholders holding at least two-thirds (2/3) of the then issued and outstanding shares of the corporation, and such Bylaws shall be binding in all respects on all shareholders of the corporation.

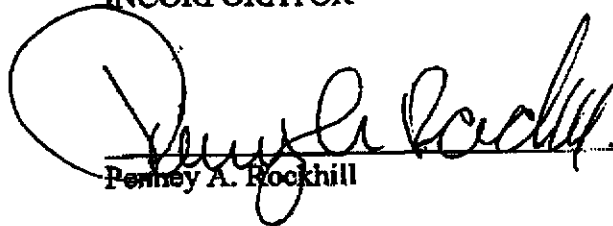
ARTICLE 10. Limitation on Personal Liability of Directors. No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for:

- (i) The amount of a financial benefit received by a director to which he is not entitled,
- (ii) An intentional infliction of harm on the corporation or the shareholders,
- (iii) A violation of section 30-1-833, Idaho Code, or
- (iv) An intentional violation of criminal law.

ARTICLE 11. Indemnification. 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 (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

DATED this 11 day of July, 2011.

INCORPORATOR



Penney A. Rockhill