

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

05 MAR 23 PM 3:39

of

**KIMKA ENTERPRISES, INC.**

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SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I - CORPORATE NAME**

The name of this corporation is Kimka Enterprises, Inc.

**ARTICLE II - PERIOD OF DURATION**

The corporation shall have perpetual existence.

**ARTICLE III - CORPORATE POWERS**

The object and purpose for which this corporation is formed is: The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**ARTICLE IV - AUTHORIZED SHARES**

The amount of the capital stock of the corporation shall be 10,000 shares and each share shall have no par value. Said stock shall be and is non-assessable.

**ARTICLE V - REGISTERED AGENT**

The address of the registered office of the corporation shall be and is: setout. The name of the registered agent at such address is: Mack Bingham, 9420 W. Pebblebrook Lane, Boise, ID 83704.

IDAHO SECRETARY OF STATE  
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## **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is two whose names and addresses are:

Mack Bingham  
9420 W. Pebblebrook Lane  
Boise, ID 83704

Carole Bingham  
9420 W. Pebblebrook Lane  
Boise, ID 83704

The above named persons shall serve as directors until the first annual meeting of shareholders or until successors be elected and qualified.

## **ARTICLE VII - INCORPORATORS**

The name and post office address of the original incorporator is:

Mack and Carole Bingham  
9420 W. Pebblebrook Lane  
Boise, ID 83704

## **ARTICLE VIII - STOCKHOLDERS' LIMITED LIABILITY**

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

## **ARTICLE IX - CONFLICTS OF INTEREST**

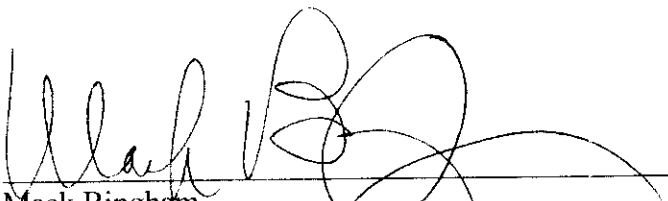
No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors or shareholders of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any directors, individual or any firm of

which any director or shareholder may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation provided the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or shareholders of the corporation which shall authorize any such contract or transaction with like force and effect as if he/she were not such officer or director of such other corporation or not so interested.

#### **ARTICLE X - FIDUCIARY DUTY**

The personal liability of a director/shareholder to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director/shareholder is hereby eliminated and no director/shareholder shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director/shareholder, except that the personal liability of a director/shareholder to the corporation or its stockholders for any breach of the directors/shareholders duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law shall not be eliminated and the personal liability of a director/shareholder to the corporation or its stockholders for the liability imposed by Idaho Code 30-1-48 shall not be eliminated and the personal liability of a director/shareholder to the corporation or its stockholders for personal liability for any transaction from which the director/shareholder derived a legally improper personal benefit shall not be eliminated.

IN WITNESS WHEREOF, We have hereunto set our hands and seals  
this 18 day of <sup>March</sup>~~February~~, 2005.

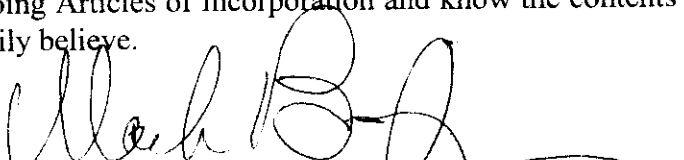
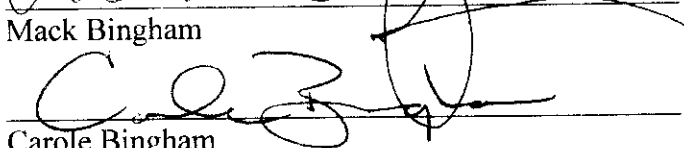
  
Mack Bingham

  
Carole Bingham

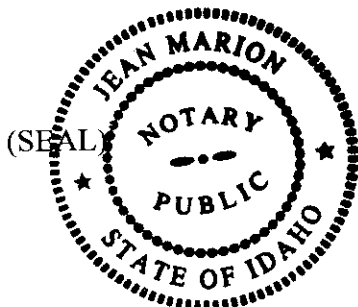
STATE OF IDAHO                    )  
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County of Ada                    )

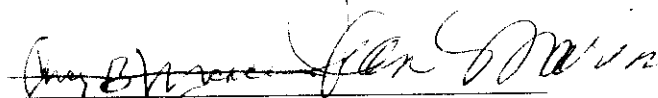
Mack Bingham and Carole Bingham, being first duly sworn, upon oath, depose  
and say:

That they are the incorporators named in the above-entitled Articles of  
Incorporation; that they have read the foregoing Articles of Incorporation and know the contents  
thereof and that the same are true as they verily believe.

  
Mack Bingham  
  
Carole Bingham

SUBSCRIBED AND SWORN To before me this 18 day of <sup>March</sup>~~February~~, 2005.



  
Notary Public for Idaho  
Residing at Bonanza, ID, Idaho  
My Commission Expires: 12/06/07