

FILED

2014 DEC 31 AM 11:03

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
HEATREE ENTERPRISES, INC.**

Effective as of January 1, 2015, the Articles of Incorporation are as follows:

**ARTICLE 1
NAME OF THE CORPORATION**

The name of the corporation is Heatree Enterprises, Inc. (the "**Corporation**").

**ARTICLE 2
DURATION**

The Corporation's duration is perpetual.

**ARTICLE 3
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, Idaho Code Sections 30-1-101, etc. ("**IBCA**").

**ARTICLE 4
SHARES**

4.1 Capital Stock. This Corporation is authorized to issue a total of one hundred thousand (100,000) shares of stock (without par value) ("**Shares**"). Except to the extent the Board of Directors take action to classify or reclassify authorized and unissued Shares into other classes or series of Shares pursuant to Section **Error! Reference source not found.**, the Shares of Company's capital stock shall be Common Stock with unlimited voting rights and the right to receive the net assets of the Corporation upon dissolution.

4.2 Reacquired Shares. Unless a resolution of the Board of Directors provides that reacquired Shares shall constitute authorized and unissued Shares, any Shares reacquired by the Corporation shall be treasury Shares. The Corporation may hold, use, resell, cancel or disposed of the treasury Shares free of any restrictions that would be imposed on the original issuance of such Shares.

4.3 Preemptive Rights. Unless otherwise provided in a written agreement of the shareholders, shareholders shall have no preemptive right to acquire unissued Shares, treasury

C204517

Shares, securities convertible into Shares, or securities carrying a right to subscribe to or acquire Shares.

4.4 Voting. Except as modified by this Section or the IBCA, each outstanding Share is entitled to one (1) vote, in person or by proxy, for each matter submitted to a vote at a meeting of the 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 the Board of Directors.

ARTICLE 5 REGISTERED OFFICE AND AGENT

The name of the Corporation's commercial registered agent or, if the Corporation does not have a commercial registered agent, either (i) the name and street address of the Corporation's noncommercial registered agent or (ii) the title of an office or other position with the Corporation if process is to be served on the holder of such office or position and the street address of the business office of that person is:

Name:	Nicolas Roundtree
Street address:	2500 W. Overland Road Boise, Idaho 83705

ARTICLE 6 BOARD OF DIRECTORS

6.1 Corporate Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed by or under the direction of, the Board of Directors.

6.2 Board of Directors. The number of directors constituting the Board of Directors of the Corporation will be no less than one (1) and no greater than five (5). Until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is two (2). The name and address of each person to serve as the initial director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Nick Roundtree	2500 W. Overland Road, Boise, Idaho 83705
William Heatter	2500 W. Overland Road, Boise, Idaho 83705

ARTICLE 7 INCORPORATOR

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brian C. Larsen	101 S. Capitol Blvd., Suite 1900 Boise, Idaho 83702-7705