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SECRETARY OF STATE  
STATE OF IDAHO

**Articles of Incorporation  
of  
G & G GREENFIELD CONSULTING, INC.**

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**Article I. Name**

The name of the corporation is **G & G GREENFIELD CONSULTING, INC.** ("Corporation").

**Article II. Authorized Shares**

The aggregate number of shares the Corporation is authorized to issue shall be **1,000**, all of which shall be common voting stock.

**Article III. Registered Office and Agent**

The address of the registered office of the Corporation is 35 Joshua Drive, Cascade, Idaho 83611 and its registered agent at that address is George Greenfield.

**Article IV. Incorporator**

The Incorporator is as follows: R. Wade Curtis, 300 W. Myrtle Street, Suite 200, Boise, Idaho 83702.

**Article V. Voting Entitlement of Shares**

**Section 5.01 In General**

Except as provided in Sections 6.02 and 6.04, and Article VII, below, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at shareholders' meeting. Only shares are entitled to vote.

**Section 5.02 Treasury Shares**

Corporation is not entitled to vote treasury shares. The shares of Corporation are not entitled to vote if they are owned, directly or indirectly, by a second Corporation, domestic or foreign, and Corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

**Section 5.03 Exception for Shares Held in a Fiduciary Capacity**

Section 6.02 does not limit the power of Corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

**Section 5.04 Redeemable Shares**

Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other

financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

## **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:

George H. Greenfield

35 Joshua Drive, Cascade, Idaho 83611

Gail Greenfield

35 Joshua Drive, Cascade, Idaho 83611

## **Article VII. Corporate Purpose**

The purpose(s) for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

## **Article VIII. Preemptive Rights**

Corporation elects to have preemptive rights.

## **Article IX. Indemnification**

Corporation shall indemnify the directors and officers of Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter by amended (but, in the case of any such amendment, only to the extent that such amendment permits Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted Corporation to provide prior to such amendment).

## **Article X. Limitation Of Liability**

No director shall be liable to Corporation or its stockholders for monetary damages for breach of fiduciary duty 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 Corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

In witness whereof, I have subscribed these Articles of Incorporation this 21<sup>st</sup> day of November, 2012.

  
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R. WADE CURTIS  
Incorporator