

# **EGI & ASSOCIATES, INC.**

## **Articles of Incorporation**

### **ARTICLE I NAME OF CORPORATION**

The name of the corporation shall be EGI & ASSOCIATES, INC.

### **ARTICLE II DURATION OF CORPORATION**

The period of duration of the corporation shall be perpetual.

### **ARTICLE III CORPORATE PURPOSE**

The purpose for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

### **ARTICLE IV CAPITALIZATION**

The corporation is authorized to issue a total of Ten Thousand (10,000) shares of common stock, each share with zero par value, consisting of Five Thousand (5,000) shares of zero par value to be designated "Voting Common Stock" and Five Thousand (5,000) shares of zero par value to be designated "Nonvoting Common Stock." The shares of Voting Common Stock and Nonvoting Common Stock shall be identical in every respect except for the voting rights to which the holders thereof shall be entitled. Each share of Voting Common Stock shall entitle the holder thereof to one (1) vote on all matters submitted to the shareholders of this corporation for their approval. The shares of Nonvoting Common Stock shall not entitle the holders thereof to any voting rights, except for those to which they are entitled by law.

IDAHO SECRETARY OF STATE

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## **ARTICLE V BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is four (4). The number of directors may be increased or decreased from time to time by resolution of the directors. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

<u>Directors</u>	<u>Address</u>
Ellis E. Green	1946 N. Banstead Place Boise, ID 83713
Lois J. Green	1946 N. Banstead Place Boise, ID 83713
Sherrill A Peters	5298 W Keybridge Dr. Boise, ID 83703
Mitchell E. Green, Esq.	444 N. Larchmont Blvd, Suite 108 Los Angeles, CA 90004

## **ARTICLE VI NO PREEMPTIVE RIGHTS**

Except as may otherwise be provided by the Board of Directors, no holder of any shares of this corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any securities of this corporation of any class or kind now or hereafter authorized.

## **ARTICLE VII DISTRIBUTIONS FROM CAPITAL SURPLUS**

The board of directors is authorized, from time to time, to distribute to the shareholders out of the corporation's capital surplus, assets of the corporation, whether in cash or property.

## **ARTICLE VIII LIMITATION ON DIRECTOR LIABILITY**

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

## **ARTICLE IX INDEMNIFICATION**

To the fullest extent permitted by its bylaws and Idaho law, this corporation is authorized to indemnify any of its officers, directors, employees and agents. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

## **ARTICLE X REGISTERED OFFICE AND ADDRESS**

The location of the initial registered office of the corporation is 1946 N. Banstead Place, Boise, Idaho 83713, and the name of its initial registered agent at such address is Lois J. Green.

## **ARTICLE XI INCORPORATOR**

The name and address of the incorporator is as follows: Lois J. Green, 1946 N Banstead Place, Boise, ID 83713.

IN WITNESS WHEREOF, I have hereunto set my hand this 12<sup>th</sup> day of October, 1998.

