

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

OF

BG, INC.

JUN 30 1 49 PM '00
SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE

06/30/2000 09:00
CX: 10187 CI: 117976 BH: 330619
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1 @ 20.00 = 20.00 EXPEDITE C # 3

1. Name. The name of the corporation is BG, Inc.
2. Authorized Shares. The aggregate number of shares the corporation is authorized to issue shall be one million (1,000,000) shares, all of which shall be common voting stock which shall have a par value of \$1.00 per share.
3. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.
4. Registered office and agent. The registered office of the Corporation is 1401 Shoreline Drive, Boise, Idaho 83702 and its initial registered agent at that address is Larry B. Barnes.
5. Corporate purpose. The purpose 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.
6. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its

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Board of Directors, subject to any limitation set forth in a shareholder agreement authorized under the Idaho Business Corporation Act. The number of directors of the Corporation shall be fixed from time to time by or in the manner provided in the Bylaws, but the number thereof shall never be fewer than one (1). The number of directors constituting the initial Board of Directors shall be two (2). Directors need not be residents of the State of Idaho or shareholders of the Corporation. The names and addresses of the members of the initial Board of Directors are as follows:

Name	Address
Larry B. Barnes	1401 Shoreline Drive P. O. Box 2797 Boise, Idaho 83701
Jim D. Gordon	1710 South 8 th Street Las Vegas, Nevada 89104

7. Indemnification. Except as modified by the Bylaws, the Corporation shall indemnify the directors and officers of the Corporation to the fullest extent now permitted by the Idaho Business Corporation Act, or as the same may hereafter be amended 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. Any amendment, repeal or termination of the foregoing sentence or any amendment, repeal or termination of any law permitting the foregoing indemnification shall not adversely affect any right or protection of an officer or director of the Corporation existing prior to the time of such amendment, repeal or termination.

8. Limitation of Liability. No director or officer shall be liable to the 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 the Corporation or the shareholders; (iii) authorizing a distribution to shareholders in violation of the Idaho Business Corporation Act; or (iv) an intentional violation of criminal law. Any amendment, repeal or termination of the foregoing sentence or any amendment, repeal or termination of any law permitting the foregoing limitation of liability shall not adversely affect any right or protection of an officer or director of the Corporation existing prior to the time of such amendment, repeal or termination.

9. Incorporator. The name of the incorporator is Larry B. Barnes and the incorporator's address is 1401 Shoreline Drive, Boise, Idaho 83702.

In witness whereof, I have subscribed these Articles of Incorporation this 30th day of June, 2000.


Larry B. Barnes, Incorporator