

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF


06 FEB 24 PM 3:00

W & P CORP.

SECRETARY OF STATE
STATE OF IDAHO

1. Name. The name of the corporation is W & P Corp. (the "Corporation").
2. Authorized shares. The aggregate number of shares the Corporation is authorized to issue shall be five million (5,000,000), all of which shall be common voting stock. There shall be only one class of stock authorized.
3. Registered office and agent. The registered office of the Corporation is 2501 Bogus Basin Road, Boise, Idaho 83702, and its registered agent at that address is Pat Tealey.
- Initial directors. The names and addresses of the directors serving as the Corporation's Board of Directors are Pat Tealey at 2501 Bogus Basin Road, Boise, Idaho 83702 and Wirt Edmonds at 2297 H. Chandra Way, Meridian, Idaho 83642.
4. Incorporator. The name of the incorporator is Pat Tealey and the incorporator's address is 2501 Bogus Basin Road, Boise, Idaho 83702.
5. 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.
6. Indemnification. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the existing Idaho Business Corporation Act permits prior to such amendment).
7. Limitation of Liability. No director shall be liable to the Corporation or its shareholders 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 or she is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) an intentional violation of criminal law; or (iv) an unlawful distribution.

In witness whereof, I have subscribed these Articles of Incorporation this 23 day of February, 2006.


Pat Tealey, Incorporator

IDAHO SECRETARY OF STATE
02/24/2006 05:00
CK: CASH CT: 150634 BH: 939631
1 @ 100.00 = 100.00 CORP # 2

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