

**FILED EFFECTIVE**  
2009 OCT -5 PM 4:40  
SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**  
**OF**  
**RPM INVESTMENTS, INCORPORATED**  
**An Idaho Corporation**

Peter W. Cook, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

**I.**

The name of the corporation is RPM Investments, Incorporated.

**II.**

The period of its duration is perpetual.

**III.**

The purpose or purposes for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

**IV.**

The aggregate number of shares, which the corporation shall have the authority to issue is 100,000 shares, with no par value.

**V.**

The address of the initial registered office of the corporation and registered agent at such address is:

**Registered Agent**

Edwin L. Litteneker

**Address**

322 Main Street  
Lewiston, Idaho 83501

## VI.

The name and post office address of the incorporator hereof and of the persons who shall serve as initial directors until the first annual meeting of the shareholders are:

**Incorporator**

Peter W. Cook

**Address**326 18<sup>th</sup> Street  
Lewiston, Idaho 83501**Board of Directors**

Peter W. Cook

**Address**326 18<sup>th</sup> Street  
Lewiston, Idaho 83501

## VII.

The stock of the corporation shall be non-assessable common stock.

## VIII.

A director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

- a) For any breach of the director's duty of loyalty to the corporation or to its stockholders.
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c) For acts or omissions which involve director liability as provided in Idaho Code Section 30-1-48, which states, in pertinent part, that a director shall be liable under the following circumstances:

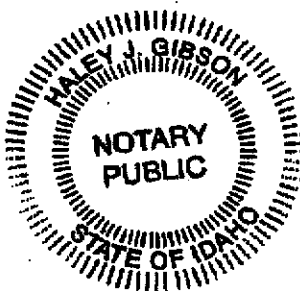
1. If the director votes for or assents to the declaration of any dividend or other distribution of the assets of a corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.
2. If the director votes for or assents to the purchase of the corporation's own shares contrary to the provisions of the Idaho General Business Corporations Act.
3. If the director votes for or assents to any distribution of assets of the corporation

to its shareholders during the liquidation of the corporation without the payment and discharge of, or making adequate provisions for, all known debts, obligations, and liabilities of the corporation.

**For any transaction from which the director derives an improper personal benefit.**

DATED on this 2 day of October 2009.

**Peter W. Cook**



STATE OF IDAHO )  
 ) ss.  
County of Nez Perce )

On this the 2 day of October, in the year 2009, before me a Notary Public, personally appeared **Peter W. Cook**, personally known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

Notary Public for Idaho  
Residing at: Bozeman  
Commission Expires: 3-31-2015