

ARTICLES OF INCORPORATION

OF

BOOT HILL, INC.

I, the undersigned, a natural person of the age of nineteen years or more, acting as incorporator of a corporation under the Wyoming Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is: **Boot Hill, Inc.**

SECOND: The period of its duration is perpetual.

THIRD: The corporation shall have unlimited power to engage in and do any lawful act concerning any and all lawful business for which said corporation may be organized under the Wyoming Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is 10,000 shares of common stock with the value of \$1.00 (one U.S. Dollar) per share.

FIFTH: The corporation will not commence business until at least Five Hundred Dollars (\$500.00) has been received by it as consideration of the issuance of shares.

SIXTH: The address of the initial registered office of the corporation is, and the name and address of the initial registered agent is Coal Country Corporate Services, Inc, 400 South Douglas Highway, Gillette, Wyoming 82716.

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation will be two. The names of the persons who are to serve as director until the first annual meeting of shareholders, or until their successors are elected and shall qualify are:

Terry E. Brown and Ric L. Schuyler

EIGHTH: The name and address of the incorporator is Randall T. Cox, 400 South Douglas Highway, Gillette, Wyoming 82716.

NINTH: Indemnification:

(A) Except as provided in paragraph (D) hereinbelow, the corporation shall indemnify an individual made a party to a proceeding because he is or was a director, officer, employee or agent of the Corporation against liability incurred in the proceeding if:

- (i) He conducted himself in good faith;
- (ii) He reasonably believed that his conduct was in, or at least not opposed to, the company's best interest; and
- (iii) In the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

(B) Indemnification shall also be provided for an individual's conduct with respect to an employee benefit plan if the individual reasonably believed his conduct to be in the interests of the participants in and beneficiaries of the plan.

(C) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the individual did not meet the standard of conduct described in this section.

(D) The corporation may not indemnify an individual under this article:

- (i) In connection with a proceeding by or in the right of the corporation in which the individual was adjudged liable to the corporation;
- (ii) In connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him.

(E) Indemnification permitted under this article in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

(F) The corporation shall pay for or reimburse the reasonable expenses incurred by a director, officer, employee or agent of the corporation who is a party to a proceeding, in advance of final disposition of the proceeding, if:

- (i) The individual furnishes the Corporation a written affirmation of his good faith belief that he has met the standard of conduct described herein;

(ii) The individual furnishes the Corporation a written undertaking executed personally or on his behalf to repay the advance if it is ultimately determined that he did not meet the standard of conduct; and

(iii) A determination is made that the facts then known to those making the determination would not preclude indemnification under this article.

(G) The undertaking required by paragraph (F) shall be an unlimited general obligation but need not be secured and may be accepted without reference to financial ability to make repayment.

(H) The indemnification and advance of expenses authorized herein shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled under any Bylaw, agreement, vote of disinterested directors or otherwise. The Articles of Incorporation shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled thereto. These Articles of Incorporation shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law.

DATED this 10th day of May, 2013.

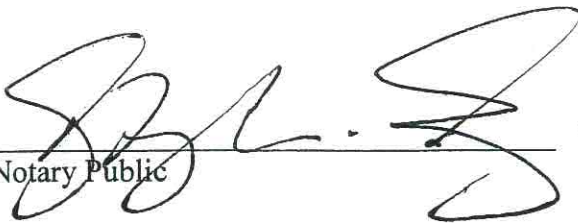

Randall T. Cox

STATE OF WYOMING)
) §
COUNTY OF CAMPBELL)

I hereby certify that on the 10th day of May, 2013, before me personally appeared Randall T. Cox, who, after being first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements contained herein are true and correct.

Witness my hand and official seal.




Notary Public



Wyoming Secretary of State

State Capitol Building, Room 110

200 West 24th Street

Cheyenne, WY 82002-0020

Ph. 307.777.7311

Fax 307.777.5339

Email: Business@wyo.gov

Consent to Appointment by Registered Agent

I, Coal Country Corporate Services, Inc., registered office located at
(name of registered agent)

400 S. Douglas Highway
Gillette, WY 82716

voluntarily consent to serve

* (registered office physical address, city, state & zip)

as the registered agent for Boot Hill, Inc.

(name of business entity)

I hereby certify that I am in compliance with the requirements of W.S. 17-28-101 through W.S. 17-28-111.

Signature: 
(Shall be executed by the registered agent.)

Date: 05/10/2013
(mm/dd/yyyy)

Print Name: Randall T. Cox Daytime Phone: (307) 682-2500

Title: President Email: rt@coxhorning.com

Registered Agent Mailing Address
(if different than above):

***If this is a new address, complete the following:**

Previous Registered Office(s):

I hereby certify that:

- After the changes are made, the street address of my registered office and business office will be identical.
- This change affects every entity served by me and I have notified each entity of the registered office change.
- I certify that the above information is correct and I am in compliance with the requirements of W.S. 17-28-101 through W.S. 17-28-111.

Signature: _____
(Shall be executed by the registered agent.)

Date: _____
(mm/dd/yyyy)

Checklist

☐ Submit one **originally signed** consent to appointment and one exact photocopy.