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SECRETARY OF STATE  
STATE OF IDAHO

## ARTICLES OF INCORPORATION

### VALUE DELIVERY SYSTEM IMPROVEMENT, INC.

1. Name: The name of the corporation is VALUE DELIVERY SYSTEM IMPROVEMENT, INC.
2. Authorized shares: The aggregate number of shares the corporation is authorized to issue shall be one thousand (1,000), all of which shall be common voting stock.
3. Registered office and agent: The registered office of the corporation is 109 Evergreen Drive, H.C. 33, Box 3292, Boise, Idaho 83706 and its registered agent at that address is Michael C. Louis.
4. Incorporators: The names of the incorporators are Michael C. Louis and Laura J. Louis and their address is 109 Evergreen Drive, H.C. 33, Box 3292, Boise, Idaho 83706.
5. Initial directors: The initial directors are Michael C. Louis and Laura J. Louis and their address is 109 Evergreen Drive, H.C. 33, Box 3292, Boise, Idaho 83706.
6. Purpose of corporation: The corporation has the purpose of engaging in any lawful business including, but not limited to: The purpose of Value Delivery System Improvement, Inc. (VDSI) is to provide clients with facilitation and training that will enable them to design, redesign and continuously improve their ability to deliver value to their customer. Specifically, but without limitation, VDSI will provide services that enables clients to assess their gaps in capabilities relative to competitors and/or customer's expectations, identify objectives which will improve their capability to eliminate those gaps, and create and implement processes and work systems which will meet the objectives.
7. Director liability: Except as prohibited by law, no director shall be liable to the corporation or its shareholders for money damages for any action taken or any failure to take any action, in any capacity.
8. Director indemnification: Except as prohibited by law, the corporation shall indemnify each and every director for any liability, as currently defined in Idaho Code § 30-1-850(5), to any person for any action taken or any failure to take any action, in any capacity.

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9. Cumulative voting for directors: Shareholders are entitled to cumulate their votes for directors, as is currently defined in Idaho Code § 30-1-728(3).
10. Removal of directors: During their designated term, a director may be removed for cause only.
11. Vacancy on board: If a vacancy occurs on the board of directors, it shall be filled by a vote of the shareholders.
12. Shareholders' preemptive rights: The corporation elects to have preemptive rights, as currently defined in Idaho Code § 30-1-630(2).
13. Qualifications of directors: Directors shall be a resident of the state of Idaho and a shareholder of the corporation.
14. Bylaw amendment: The power to amend or repeal the corporation's bylaws is reserved exclusively to the shareholders

Dated: January 5, 1998

  
Michael C. Louis, Incorporator

  
Laura J. Louis, Incorporator