

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

#### AGENCY ONE CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 1, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By *Jamie Chadwick*

**ARTICLES OF INCORPORATION  
OF  
AGENCY ONE CORPORATION**

RECEIVED  
SEC. OF STATE

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**ARTICLE I**

**NAME:** The name of the corporation shall be AGENCY ONE CORPORATION

**ARTICLE II**

**PURPOSE:** The purpose for which this corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the laws of the state of Idaho, as they may be amended from time to time.

**ARTICLE III**

**INITIAL BUSINESS:** The corporation initially intends to engage in the business of software development and sales with its principal office situated at 250 Northwest Blvd., Suite 203, Coeur d'Alene, Idaho 83814.

**ARTICLE IV**

**BOARD OF DIRECTORS AND INCORPORATORS:** The initial Board of Directors shall consist of the Directors who are the incorporators. The names and post office addresses of the incorporators and the persons who are to serve as directors until the first annual meeting of the Stockholders, or until their successors are elected and qualified, are:

Anthony J. Paquin  
250 NW Blvd.  
Suite 203  
Coeur d'Alene, Idaho 83814

Gary S. Paquin  
250 NW Blvd.  
Suite 203  
Coeur d'Alene, Idaho 83814

**ARTICLE V**

**NUMBER OF DIRECTORS:** The number of persons to serve on the Board of Directors shall be fixed by the Bylaws, but in no case shall the number be less than two or more than five. The Directors need not be Stockholders of the corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders at their annual meeting to be held

on the first Monday of December each year, or such other day as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may by resolution or resolutions passed by a majority of the whole board, designate one or more committees which to the extent provided in said resolution or resolutions or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated on the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter or repeal the bylaws of this corporation or any article therein.

#### ARTICLE VI

**PRIVATE PROPERTY:** The private property of the Stockholders, Directors, Officers, employees and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever.

#### ARTICLE VII

**INDEMNIFICATION OF OFFICER AND DIRECTORS:** The corporation shall indemnify every Director and Officer, or his or her heirs, by him or her in connection with any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, a Director or Officer of the corporation except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which indemnification shall not be exclusive of settlement as to which indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgments, penalties or fines rendered or levied against such officer or director and the amounts paid in settlement by him or her in such settlement shall have been approved by the Board of Directors of the Corporation.

#### ARTICLE VIII

**CAPITAL STOCK:** The corporation shall have the authority to issue 100,00 Shares of Common Stock, each share to have No Par Value. The shares may be issued for the consideration expressed in dollars as may be fixed from time to time by the Board of Directors of issuance.

**ARTICLE IX**

**STATUTORY AGENT:** The name and post office address of the initial Statutory Agent for the corporation is:

Anthony J. Paquin  
250 NW Blvd.  
Suite 203  
Coeur d'Alene, Idaho 83814

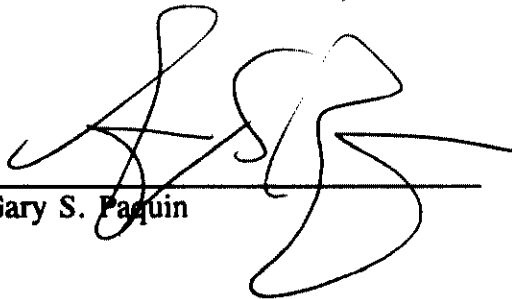
**ARTICLE X**

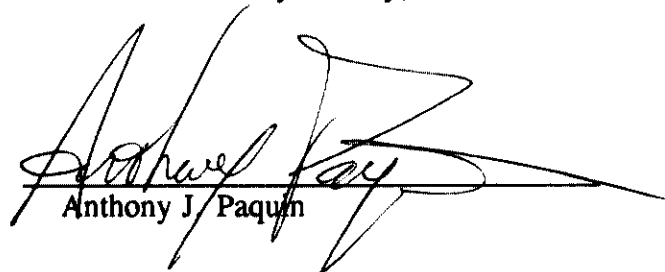
**FISCAL YEAR:** The fiscal year of the corporation shall be from January 1st to January 1st of each year.

**ARTICLE XI**

**DURATION:** The corporations existence shall be perpetual.

IN WITNESS WHEREOF, we have set our hands this 1st day of May, 1992.

  
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Gary S. Paquin

  
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Anthony J. Paquin