

FILED EFFECTIVE

ARTICLES OF INCORPORATION

2004 MAR 25 AM 8:44

OF

SECRETARY OF STATE  
STATE OF IDAHO

ROSA & ASSOCIATES, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**FIRST:** The name of this corporation is: Rosa & Associates, Inc.

**SECOND:** The period of existence and duration of the life of this corporation shall be perpetual.

**THIRD:** The registered office of the corporation is 2267 W. Champagne Court, Eagle, Idaho 83616, and its registered agent at that address is Karla K. Rosa.

**FOURTH:** The purposes for which this corporation is organized are as follows: to perform business consulting and related activities and to engage in the transaction of any of all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**FIFTH:** The shares of stock to be issued by the corporation shall consist of one class only, and the aggregate number of shares which the corporation shall be authorized to issue shall be 10,000 shares of stock, each having a par value of \$0.01 per share. All shares of stock shall have the same rights in such corporation and shall be nonassessable when paid in full.

**SIXTH:** The name and post office address of the incorporator and the number of shares subscribed is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Karla K. Rosa	P.O. Box 488 Eagle, Idaho 83616	1,000

**SEVENTH:** The private property of the shareholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying debts of the corporation.

**EIGHTH:** The number of directors of the Corporation shall be specified in the bylaws and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, and in accordance with Section 30-1-36 of the Idaho Code provided that the first Board of Directors shall be one (1) in number. No increase in the number of directors shall be made until the next annual meeting of the shareholders.

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IDAHO SECRETARY OF STATE  
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number of directors shall have the effect of shortening the term of any incumbent director. In case of any increase in the number of directors, the additional directors may be elected by a majority of the remaining directors through less than the quorum of the Board of Directors. The directors so elected shall hold office until the next annual meeting or at any special meeting duly called for that purpose and until their successors are elected and qualified.

**NINTH:** The number of directors constituting the initial board of directors of the corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successors are elected and shall qualify is:

Karla K. Rosa, 2267 W. Champagne Ct., Eagle, Idaho 83616

**TENTH:** Shareholders of the corporation shall have pre-emptive and preferential rights of subscription to any share of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the shareholders of the corporation.

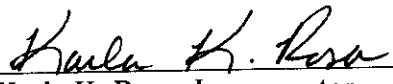
**ELEVENTH:** A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of holders of two-thirds of the voting power of all shareholders.

**TWELFTH:** No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other Corporation or not so interested.

**THIRTEENTH:** The Board of Directors is expressly authorized to repeal and amend the Bylaws of the corporation and to adopt new Bylaws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

**FOURTEENTH:** 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 that the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

The undersigned, being the original incorporator and subscriber to the capital stock hereinbefore named for the purposes of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set her hand and seal this 24<sup>th</sup> day of March, 2004.

  
Karla K. Rosa, Incorporator