



**CERTIFICATE OF INCORPORATION  
OF**

**SHARP MANAGEMENT SYSTEMS, INC.**

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: December 3, 1987



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by *Sandra M. Newby*

ARTICLES OF INCORPORATION  
OF  
SHARP MANAGEMENT SYSTEMS, INC.

DEC 3 11 37 AM

SECRETARY OF STATE

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SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, as set forth in Title 30, Idaho Code, Volume 5B, do hereby certify as follows:

I.

The name of the Corporation is SHARP MANAGEMENT SYSTEMS, INC.

II.

The location of the principal registered office of the corporation in the State of Idaho shall be P. O. Box 2522, Pocatello, Idaho, 83206. The agent on whom service may be had against the corporation is Ted R. Sharp, 1775 Hampshire, Pocatello, Idaho, 83201.

III.

The nature of the business and the objects and purposes for which said corporation is formed are:

- 1) To purchase, sell and trade in computer hardware and software.
- 2) To conduct the business of consulting and sales by every means commonly used or which hereafter may be used in such work, and to perform any and all services and matters related or

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incidental thereto.

- 3) To manufacture, install, repair, buy, sell, lease, trade and generally deal in equipment, materials and supplies and articles incident or desirable in connection with or incident to a consulting business.
- 4) To acquire, maintain, and operate real estate, plants, vehicles, machinery, apparatus, and equipment of all kinds requisite for the prosecution of the business.
- 5) To train, teach, consult and assist other in computer hardware and software operation and disseminate information and materials related thereto.
- 6) To manufacture, create, publish, and distribute printed materials including booklets, books, tabloids, advertisements, brochures, handouts, programs, or any other publication for lawful distribution.
- 7) To purchase, sell, and trade in accounting information systems, both printed and programmed.
- 8) To engage in the transaction of any or all lawful business for which corporations may be incorporated under this act, Title 30, Idaho Code, Volume 5B.

IV.

This Corporation shall have all the power, authority and

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capacity set forth in the Idaho Business Corporation Act as now enacted or hereafter amended, including, but not limited to, the following:

- 1) To sue and be sued, complain and defend, in its corporate name.
- 2) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- 3) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real and personal property, or any interest therein, wherever situate.
- 4) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- 5) To lend money and use its credit to assist its employees.
- 6) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of

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the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

- 7) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- 8) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- 9) To conduct its business, carry on its operations and have offices and exercise the powers granted by the act, within or without this state.
- 10) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- 11) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- 12) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans,

stock option plans and other incentive plans for any or all of its directors, officers, and employees.

- 13) To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.
- 14) To have and exercise all powers necessary or convenient to effect its purposes.

V.

The Corporation shall have perpetual existence unless sooner terminated.

VI.

The capital stock of the corporation shall be comprised of 100,000 shares of common stock of no par value. Any non-issued shares herein authorized may be issued from time to time by the corporation in such a manner, amounts, and proportions, and for such consideration as shall be determined from time to time by the Board of Directors. Shareholders shall have preemptive rights.

VII.

Each outstanding share of stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

VIII.

The Board of Directors of the corporation shall consist of three (3) or more members, unless otherwise modified from time

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to time by amendment to the Articles of Incorporation. All directors shall be elected annually in accordance with the provisions of the Idaho Code 30-1-36. There shall be no classification of directors or staggering of their terms.

IX.

The names and post office addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ted R. Sharp	1775 Hampshire Pocatello, ID 83201
Sheri A. Sharp	Same as above
Gary L. Mountain	255 Melrose Pocatello, ID 83204

X.

The names and post office addresses of the members of the initial Board of Directors of the Corporation, who shall serve until the first meeting of shareholders or until their successors have been duly elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ted R. Sharp	1775 Hampshire Pocatello, ID 83201
Sheri A. Sharp	Same as above
Gary L. Mountain	255 Melrose Pocatello, ID 83204

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IN WITNESS WHEREOF, we have hereunto set our hands this  
10 day of November, 1987.

Ted R. Sharp  
Ted R. Sharp

Sheri A. Sharp  
Sheri A. Sharp

Gary L. Mountain  
Gary L. Mountain

STATE OF IDAHO           )  
                                  )ss  
COUNTY OF BANNOCK    )

On this 10<sup>th</sup> day of November, 1987, before  
me the undersigned Notary Public, personally appeared Ted R.  
Sharp, Sheri A. Sharp, and Gary L. Mountain, known to me to be  
the persons whose names are subscribed to the within instrument  
and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal the day and year in this certificate  
first above written.

Dwain Burgess  
Notary Public for Idaho  
Residing at Boise, Idaho