

APR 24 4 28 PM '00  
SECRETARY OF STATE  
STATE OF IDAHO

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

OF

CEE, INC.

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, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts mandatory thereof and supplemental thereto, do hereby certify as follows:

FIRST - NAME:

The name of the corporation is CEE, Inc.

SECOND - DURATION:

The corporation is to have perpetual existence.

THIRD - PURPOSE:

The corporation is organized for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Section 30-1-301).

The authorized amount of capital stock for this corporation shall be and is 1,000 shares of stock with no par value. Issued stock shall be nonassessable. There shall be only one class of shares.

ARTICLES OF INCORPORATION - 1.

IDAHO SECRETARY OF STATE  
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FOURTH - PREEMPTIVE AND PREFERENTIAL RIGHTS:

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares 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 stockholders of the corporation.

FIFTH - INITIAL REGISTERED OFFICE AND AGENT:

The location and street address of the initial registered office of the corporation is 100 S. 6<sup>th</sup> Street, Boise, Idaho 83702. The initial registered agent for the corporation is Tarrell Hubbard.

SIXTH - DIRECTOR(S):

The number of Directors of the corporation shall be specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the number of Directors of the corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. The initial number of Directors shall be two (2), who shall serve until the first annual meeting of shareholders or until the organizational meeting, whichever shall first occur, and who shall be:

<u>Name</u>	<u>Address</u>
Tarrell Hubbard	4400 Pasadena Drive, Boise, Idaho 83705

David Gardner

5133 Castle Hill Way, Boise, Idaho 83703

SEVENTH - INCORPORATORS:

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Tarrell Hubbard	4400 Pasadena Drive, Boise, Idaho 83705
David Gardner	5133 Castle Hill Way, Boise, Idaho 83703

EIGHTH - OTHER PROVISIONS:

8.1. Transactions Between Corporations, Officers, and Directors.

Without in any way limiting the provisions of Idaho law, no contract or other transaction between the 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 of 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; 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 such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

8.2. Shareholder Liability.

Without in any way limiting the provisions of Idaho law, the private property of the stockholders 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 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.

IN WITNESS WHEREOF, I, one of the Incorporators, have hereunto set my hand and seal effective as of the 24 day of April, 2000.

  
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Tarrell Hubbard, Incorporator