



# ARTICLES OF INCORPORATION

(General Business)

(Instructions on back of application)

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation to the Secretary of State.

2003 AUG 14 AM 8:45  
STATE OF IDAHO

**Article 1:** The name of the corporation shall be:

Finck, Incorporated

**Article 2:** The number of shares the corporation is authorized to issue: 10,000

**Article 3:** The street address of the registered office is: 762 S. 50 W. Victor, Idaho 83455

and the registered agent at such address is: Scott L. Finck

**Article 4:** The name of the incorporator is: Scott L. Finck

and address of the incorporator is: 762 S. 50 W. Victor, Idaho 83455

**Article 5:** The mailing address of the corporation shall be:

762 S. 50 W. Victor, Idaho 83455

**Optional Articles:**

See Attachment.

2003 AUG 14 PM 4:15  
STATE OF IDAHO

FILED EFFECTIVE

Signature of at least one incorporator:

Scott L. Finck

Typed Name: Scott L. Finck

Typed Name: \_\_\_\_\_

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE  
08/15/2003 05:00  
CK: 125 CT: 172270 BH: 696473  
1 @ 100.00 = 100.00 CORP # 2

C150448

Attachment to:  
Articles of Incorporation  
(General Business)  
The Secretary of State of Idaho  
for  
Finck, Incorporated  
Page one of two

Optional Articles:

ARTICLE 6

10,000 Shares of Common Stock shall be divided into Two(2) classes, issued, and defined as follows:

Class A Common Stock shall constitute 4,000 total shares with corresponding voting rights equal to three(3) votes per single(1) share. All Class A shares shall be issued to the "incorporator" as listed in Article 4 of these Articles of Incorporation. The "incorporator" shall also serve as President and Chairman of the Board of Directors following the formation of the corporation "Finck, Incorporated" as listed in Article 1 of these Articles of Incorporation.

Class B Common Stock shall constitute 6,000 total shares with corresponding voting rights equal to one(1) vote per single(1) share. All Class B shares shall be issued by the Board of Directors of the corporation, first to any and all individuals or other legal entities having entered into and signed a "Subscription Agreement" pursuant to section 3-1-620 of Title 30 Idaho Corporations, and secondly all remaining authorized shares shall be issued as dictated by its' adopted bylaws and in accordance with State and Federal laws.

Both classes of Common Stock (A and B) shall have equal participation in profits paid out to the share holders as determined by the Board of Directors in accordance with its' adopted bylaws.

ARTICLE 7

The "incorporator", acting as Chairman of the Board of Directors, shall appoint additional Directors to the Board, who shall continue in this capacity until such time as one(1) year has passed from the filing of the Articles of Incorporation, or sooner, as may be determined by the Chairman, when at such time a vote shall be called of the share holders and "assigns" (see article 3) to sustain or replace Members of the Board of Directors to act on behalf of the share holders for the following year. The Board of Directors shall consist of no less than Three(3) and no greater than Twelve(12) Directors, including the Chairman. Nor at any time shall the Board of Directors be left without the possibility a Quorum of votes (see article 3). If at any time the board is without a quorum the Chairman shall act as an additional director or directors, assuming all of the voting rights thereof until such time as a new member shall be elected.

ARTICLE 8

A vote either for amendments to the Article of Incorporation, or for acceptance of company bylaws, or to appoint management, or for any other business associated with the company may only be called by a Quorum of the Board of Directors. A Quorum shall exist at any time

Two Thirds of the Board of Directors is present either in person, by proxy, or by electronic transmission.

Once a vote has been called for by any Director on any issue requiring a Quorum it shall be considered invalid and cease to be considered if a Quorum is not attained within Seven(7) days of its' being called and recorded by the Board of Directors.

Once a vote has been called the vote shall be either "for" or "against" and shall be decided by a "plurality" of all voting shares.

No person shall vote shares that are owned by another share holder unless the Board of Directors receives written and notarized documentation of a share holders desire and intent to assign another individual or "assigns" to vote his shares on his behalf . The assign may or may not be a share holder in the corporation.

#### ARTICLE 9

The Board of Directors, as directed by the Chairman, shall have the sole authority to manage the affairs and finances of the corporation, or any of its' subsidiaries, and to appoint officers, managers, or other personnel it deems necessary, and at its' discretion, without interference from any individual share holder or assign.

Signature of Incorporator:

Date 8-12-03.

Scott L. Finck

Typed Name of Incorporator:

Scott L. Finck

Mailing Address of Incorporator:

762 S. 50 W. Victor, Idaho 83455