

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

OF

PayrollAmerica FLEX, Inc.

02 NOV -1 PM 4:45
SECRETARY OF STATE
STATE OF IDAHO

1. **Name.** The name of the corporation is PayrollAmerica FLEX, Inc.
2. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be ten thousand (10,000) shares, all of which shall be common voting stock.
3. **Registered office and agent.** The registered office of the corporation is 3210 Elder Street, Boise, ID 83705, and its registered agent at that address is Michael 'Wayne' Davis II.
4. **Incorporators.** The names and addresses of the incorporators are:

Patricia Ann Duncan
3210 Elder Street
Boise, ID 83705

Michael 'Wayne' Davis II
3210 Elder Street
Boise, ID 83705
5. **Voting Entitlement of Shares.** (1) Except as provided in sections (2) and (4) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

(2) This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

(3) Section (2) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

(4) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

6. **Initial Directors.** The names and addresses of the initial directors are:

IDAHO SECRETARY OF STATE
11/01/2002 05:00
CK: none CT: 1117 BH: 643969
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Name

Address

Patricia Ann Duncan

3210 Elder Street
Boise, ID 83705

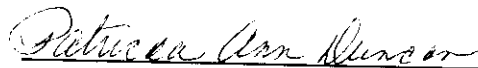
Michael 'Wayne' Davis II

3210 Elder Street
Boise, ID 83705

7. **Indemnification.** 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 than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

8. **Limitation of Liability.** No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

In witness whereof, we have subscribed these Articles of Incorporation this 1st day of November, 2002.



Patricia Ann Duncan, Incorporator



Michael 'Wayne' Davis II, Incorporator