

# CERTIFICATE OF INCORPORATION OF

#### CASCADE CONSULTANTS, 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 \_\_\_\_\_\_

#### CASCADE CONSULTANTS, INC.

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: September 20, 1983



SECRETARY OF STATE

by:\_\_\_\_\_

#### ARTICLES OF INCORPORATION

OF

# cascade consultants 20mm 9 48

WE, the undersigned, hereby mutually sagree to unite and associate ourselves as a corporation; that we are all natural persons of full age, at least two-thirds of whom are citizens of the United States, and for such purposes, we hereby make, execute and adopt the following Articles of Incorporation:

#### ARTICLE I.

The name of this corporation shall be CASCADE CONSULTANTS, INC.

#### ARTICLE II.

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

#### ARTICLE III.

The principal office and place of business of this corporation shall be Nampa, Canyon County, Idaho. REGISTERED AGENT 15 JOHN E. PICKENS 402 ELIJAH PLACE NAMPA, IDAHO 83651
ARTICLE IV.

The seal of this corporation shall be circular in form, containing the name of the corporation, "CASCADE CONSULTANTS, INC.".

#### ARTICLE V.

The object of this corporation and purposes of this corporation shall be to conduct, maintain, and operate the business of dealing in business of buying, selling, distributing, and otherwise franchising or dealing in information regarding names, addresses and locations, catalogs, compilations of names, information concerning potential customers or contacts, and to do and transact all business properly connected with or incidental to any or all of the objects and purposes.

To engage in the leasing, purchasing, owing, operating and using, owing, controlling, franchising, servicing, publication and printing matters relative to such activities.

To engage in gathering of and abstracting, assembling, disseminating of information useful to business ventures in general, concerning street addresses, mail addresses, rural and urban.

To engage in any commercial, industrial enterprise calculated or designed to be profitable to this corporation, and in conformity with the laws of the State of Idaho.

To generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform.

To engage in the manufacture, sale, purchase, importing, and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale, and handling of goods, wares, and merchandise of any and all types and description for the account of the corporation, or as factors, agent, procurer, or otherwise for or on behalf of another.

To engage in the business of developing, system design, telemarketing, franchising, and in all other respects dealing in Telephone engineering of all kinds, including both outside plant and central office.

To acquire and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To issue notes, bonds, debentures, or obligations of this corporation from time to time, for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To purchase, hold, sell and transfer the shares of its own capital stock; and provided it shall no use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To receive, purchase, hold, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, any bonds, securities, marrants or evidence of indebtedness created by any other corporation or corporations, either public or private, organized under the laws of this State or any other State, country, nation or government, and while the owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote any such stock.

To have one or more offices to carry on all or any of its operations and business, and, without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, improve, lease, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business or transaction in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the laws thereof, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

#### ARTICLE VI.

The business and prudential affairs of this corporation shall be managed and controlled by a board of three (3) directors, to be elected annually at the annual meeting of the stockholders.

#### ARTICLE VII.

The names and residences of the persons who have been selected as the Board of Directors to manage the business and prudential affairs of this corporation for the first year are as follows:

### NAME ADDRESSES

John E. Pickens 402 Elijah Place, Nampa, Idaho
Margaret A. Pickens 402 Elijah Place, Nampa, Idaho
James P. Burton 5111 E. Robert Ln., Nampa, Idaho

#### ARTICLE VIII.

The annual meeting of the stockholders for the election of directors and for the transaction of other business shall be held at the office of the corporation on the first Monday in May, and on the first Monday in May each year thereafter. The vote in the election for directors shall be by ballot, and the election may be conducted in such manner and form as may be provided by the By-Laws.

## ARTICLE IX.

In all elections for directors, each stockholder shall be entitled to one vote for each share of stock owned by him for each director. In all elections for directors, each stockholder shall have the right to vote the number of shares of stock held by him for as many persons as there are directors to be elected.

On all matters involving corporate acts transacted in stockholder's meeting, any stockholder may demand a vote according to the ownership of stock.

# ARTICLE X.

The amount of the authorized capital stock of this corporation shall be TWENTY FIVE THOUSAND DOLLARS (\$25,000.00) divided into TWENTY-FIVE THOUSAND (25,000) shares of the par value of ONE DOLLAR (\$1.00) each, all stock to be fully paid for prior to issue and non-assessable.

#### ARTICLE XI.

Any stockholder desiring to dispose of or sell said stock-holder's stock of this corporation shall first offer, by a sixty day written notice of intention to sell, dispose of, or transfer said stock, to the corporation by serving such notice upon the Secretary of the corporation, giving the corporation and its remaining stockholders the preferential right of purchasing said stock at the price which the stockholder proposes to sell his stock so stated in the notice. The By-Laws shall provide such regulations as may be necessary to properly carry out these provisions.

#### ARTICLE XII.

Subject always to By-Laws made by the stockholders, the Board of Directors may make By-Laws, and, from time to time, may alter, amend or repeal any By-Laws; but any By-Laws made by the Board of Directors may be altered or repealed by the stockholders at any annual meeting, or at any special meeting, provided notice of such proposed alteration or repeal by the stockholders be included in the notice of special meeting to the stockholders.

#### ARTICLE XIII.

Immediately upon the election of Directors and the adjourning of the stockholders' meeting, or as soon thereafter as convenient, the Directors so elected shall meet and organize by electing one of their number President, and one of their number Vice-President and by electing from their number or from the stockholders, a Secretary and Treasurer, each of whom shall perform such duties and powers as generally appertain to such offices and as may be stated or required of them by the By-Laws or by the Board of Directors.

#### ARTICLE XIV.

The amount of said capital stock that has been actually subscribed for is four shares, or \$4.00, and the following are the names of the persons by whom the same has been subscribed, and the amount subscribed by each, to-wit:

NAME	NO. OF SHARES	AMOUNT
John E. Pickens	9,500 5,000	\$9,500.00 \$5,000.00
Margaret A. Pickens James P. Burton	5,000	\$5,000.00
Judy Burton	1,500	\$1,500.00

IN WITNESS WHEREOF, We have hereunto set our hands and seals this of day of May 1983.

Scalu E. Lukers (SEAL)

Margart / Kickens (SEAL)

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grady a unton (SEAL)

STATE OF IDAHO ) : ss.
County of Canyon )

On this day of May 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN E. PICKENS, MARGARET A. PICKENS, JAMES P. BURTON, and JUDY BURTON, 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.

Motary Public for Idaho, Residing at Nampa, Idaho.