

**FILED/EFFECTIVE**

JUN 6 1 54 PM '01

**ARTICLES OF INCORPORATION**

**OF**

SECRETARY OF STATE  
STATE OF IDAHO

**A INTERNET COMPANY, INC.**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

**ARTICLE I**

**RECITLES**

The name of the corporation hereby formed shall be "A INTERNET COMPANY, INC."

**ARTICLE II**

**PURPOSE OF INCORPORATION**

The purposes for which said corporation is formed are:

A. To engage in and conduct the business of providing, developing, marketing, and writing Internet services, Internet software, code, building web sites, developing e-commerce sites, and any legal type of Internet services or other applications and do any type of Internet, software, or hardware development, research and marketing: research and manufacturing in all fields: to carry on investigations and experiments and manufacturing of all kinds: to originate, develop, improve, record, and preserve any discoveries, inventions, processes, formulae, copyrights, and improvements of any kind: to manufacture, build, lease, acquire, own, hold, use, maintain, improve, and operate laboratories, factories, offices, structures, and works of all kinds: to build, test, manufacture, and market prototypes, services, and products of all kinds: to manufacture, purchase, acquire, own, hold, use, deal in, sell, and dispose of any articles, materials, machinery, equipment, and property used for or in connection with the business of the corporation.

B. To manufacture, own, buy, sell, export, and deal in, both at wholesale and retail, all kinds of goods, wares, services, foods, merchandise, commodities, machinery, instruments, tools, supplies and products, and generally to engage in any mercantile, manufacturing, trading, service, or brokerage business of any kind or character, not contrary to law, within or without the State of Idaho, and to do all things incidental to any such business.

C. To acquire, own, hold, provide, and operate under licenses, privileges and franchises from the government of any state, Municipality or nation or any agency or instrumentality thereof.

D. To cause to be formed, merged or reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law, the formation, merger, reorganization or liquidation of any corporation, association or entity in the United States of America or abroad.

IDAHO SECRETARY OF STATE

06/06/2001 09:00  
CK: CASH CT: 147286 DN: 401261

1 @ 100.00 = 100.00 CORP # 2

C 139345

E. To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of the corporation.

F. To acquire by purchase or lease, or otherwise, land, and interests in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any land owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any plants, stores, warehouses, shops, suites, rooms or parts of any buildings or other structures at any time owned or held by the corporation.

G. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

H. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

I. To appoint agents, subagents, and salesmen, and to enter into all necessary contracts with agents, subagents, salesmen and dealers.

J. To acquire by purchase or otherwise and hold, sell, convey, encumber, or transfer all kinds of real and personal property of every kind and description required in connection with the conduct of the business of the corporation.

K. To conduct business in this state, other states, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situated out of this state.

L. To acquire the good will, rights, and property and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or organization; to pay for the good will, rights, property and assets in cash, the stock of this corporation or bonds or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary and expedient in and about the conduct and management of such business.

M. To apply for, purchase, register, or in any manner to acquire, and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, products, improvements, processes, labels, designs, brands, services, and/or other rights, and to work, operate, or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

N. To have, exercise and enjoy all of the powers now or hereafter granted to corporations under the State of Idaho, and particularly all of the powers granted to corporations by Title 30, Chapter 1 of the Idaho Code, and any present and/or future

ARTICLES OF INCORPORATION OF "A INTERNET COMPANY"

amendments thereto, and to any lawful act or thing necessary or convenient for the transaction of the aforementioned business and/or carrying into effect any and all of the aforesaid objects and purposes

O. All of the foregoing provisions of this Article II are to be construed as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which corporations formed under the Corporation Laws of the State of Idaho, and/or laws of the State of Idaho, now or hereafter existing may not, at any time, lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise provided, in nowise be limited or restricted by reference or inference from the terms of any other clause or paragraph in this Article contained, or of any other provisions of these Articles of Incorporation.

### **ARTICLE III**

#### **DURATION**

The corporation is to have perpetual existence.

### **ARTICLE IV**

#### **LEGAL ADDRESS**

The location and post office address of the corporation's registered office shall be 546 Fall Drive, in the City of Nampa, <sup>83686</sup>County of Canyon, State of Idaho, and the corporation shall have such other places of business as the Board of Directors may in the By-Laws or by resolution designate. Registered Agent Robert Eddy

### **ARTICLE V**

#### **AUTHORIZED STOCK**

The amount of authorized capital stock of this corporation shall be 500 shares with the par value of \$1.00 each, and all of said stock shall be common stock. All of the voting rights in the corporation shall reside in the said capital stock. All voting issues are to be decided on a two-thirds majority share vote basis. The capital stock of this corporation shall not be assessable. It shall be issued as fully paid, and the private property of the stockholder shall not be liable for the debts, obligations or liabilities of this corporation.

## **ARTICLE VI**

### **OWNERSHIP**

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

NAME & ADDRESS	SHARES	TYPE	AMOUNT
Edward G. Maves 10344 Turner Dr. Middleton, Idaho 83644	175	Common	\$175.00
Brad A. Burton 1110 Goldenrod Dr. Nampa, Idaho 83686	125	Common	\$125.00
Robert B. Eddy .546 Fall Dr Nampa, Idaho 83686	125	Common	\$125.00
Kevin W. Frank 1615 3 <sup>rd</sup> St. So. Nampa, Idaho 83651	45	Common	\$45.00

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The number of directors comprising the Board of Directors shall be as provided in the By-Laws, and during their term of office or thereafter the number of directors may be increased or decreased from time to time as provided by the By-Laws; provided however, that the number of directors constituting a board shall not be less than three (3) nor more than nine (9), all of whom shall be of legal age. The directors of the corporation need not be stockholders in the corporation.

## **ARTICLE VIII**

### **PROPORTIONATE SHARE**

Except for qualifying shares, all stock issued after the original issue by the corporation shall be offered pro rata to the owners of said stock in proportion to the amount of stock issued and outstanding immediately prior to such issue. All existing owners of stock shall have the right of thirty (30) days to purchase their proportionate share of such stock as may be issued by the corporation. The requirements of this article may be waived in writing by the owners of all of the issued and outstanding stock of the corporation.

**SIGNATURES:**

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30 day of May, 2001.

Edward G. Maves

Brad A. Burton

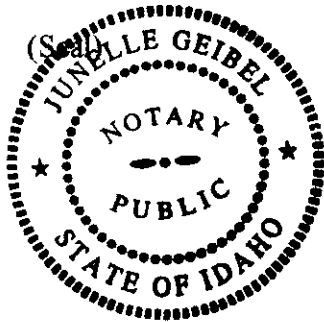
Robert B. Eddy

Kevin W. Frank

State of Idaho )  
                  ) ss.  
County of Ada )

On this 30 day of May, 2001, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared EDWARD G. MAVES, BRAD A. BURTON, ROBERT B. EDDY, and KEVIN W. FRANK, known to me to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation 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.



Notary Public for Idaho

Residing at Bose, Id.

My Commission Expires 1-2-2009