

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

INDEPENDENT SOFTWARE ASSOCIATES, INC.

File number C 110857

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 the above named corporation, 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: June 5, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sikel*

Independent Software Associates, Inc.

ARTICLES OF INCORPORATION

FIRST: The name of the corporation (hereinafter called the corporation) is Independent Software Associates, Inc.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purpose for which the corporation is organized, shall be the transaction of any or all lawful business for which corporations may be incorporated under the provisions the Idaho Business Corporation Act.

Including, without limitation, to provide computer software, hardware and management consulting services and to develop, market and sell computer software and such other products and services as may be deemed appropriate by the Corporation.

FOURTH: The corporation is authorized to issue 10,000 shares of capital stock having *no par value*. There will be 3,000 shares issued at the time of incorporation. The remaining 7,000 shares will be issued by future decision of the Board of Directors. All shares of capital stock will be of one class. All shares of capital stock will have voting rights.

FIFTH: All shareholders must be individuals. The preferences, qualifications, limitations, restrictions, and special or relative rights in the respect to shares of capital stock will be set forth in the bylaws of the Corporation. No stock shall be transferred to any person or persons whose stock ownership would disqualify the Corporation from electing tax treatment as an S-Corporation.

SIXTH: Shareholders shall have preemptive rights to acquire unissued stock pursuant to Idaho Code Section 30-1-26.

SEVENTH: The corporation shall, to the fullest extent permitted by the provisions of the Idaho Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions.

EIGHTH: The Corporation shall have all powers provided by Idaho Code Section 30-1-4, and as such section may be subsequently amended.

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Independent Software Associates, Inc.

ARTICLES OF INCORPORATION

NINTH: The initial registered office of the corporation is located at 209 South Cedar Street, Post Falls, Idaho 83854. The initial registered agent of the corporation is Jackie McDaniels whose business office is identical with the registered corporation office location as set forth above.

TENTH: The number of directors constituting the initial Board of Directors of the corporation is six (6).

The names and the addresses of the persons who are to serve as members of the initial Board of Directors of the corporation, until the first annual meeting of shareholders or until their successor be elected and qualify, are as follows:

Name	Address
Michael O. McDaniels	209 S. Cedar Street, Post Falls, ID 83854
Jackie L. McDaniels	209 S. Cedar Street, Post Falls, ID 83854
Curtis A. Kelling	3128 E. Baldwin, Spokane, WA 99207
Lisa A. Kelling	3128 E. Baldwin, Spokane, WA 99207
Alan R. Nelson	616 N. Vista, Spokane, WA 99212
Rhonda A. Nelson	616 N. Vista, Spokane, WA 99212

ELEVENTH: The name and address of each Incorporator are as follows:

Michael O. McDaniels	509 S. Cedar Street, Post Falls, ID 83854
Jackie L. McDaniels	509 S. Cedar Street, Post Falls, ID 83854
Curtis A. Kelling	3128 E. Baldwin, Spokane, WA 99207

TWELFTH: The provisions for the regulation of the internal affairs of the corporation shall be as set forth in the bylaws.

THIRTEENTH: No common stock of this corporation shall be transferred on the books of the corporation to anyone not a stockholder or an heir of a stockholder, without the written consent of all common stockholders, unless the common stock shall first be offered for sale to the corporation and secondly to each of the other common stockholders of this corporation at a price and by a method to be determined by the rules and procedures outlined in the by-laws of this corporation. The bylaws of this corporation shall further prescribe the rules and regulations as to the formalities and procedures to be followed in effecting the transfer of common stock to anyone other than a common stockholder. On the face of each and every certificate of stock issued by this corporation shall be printed a notice as follows: "The transferability of

this stock is limited and subject to specific provisions in the Articles of Incorporation of this Corporation."

Executed in duplicate original on 6/2/95

Michael C. McDaniel
Incorporator

Jackie L. McDaniel
Incorporator

C. A. Kelly
Incorporator