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**ARTICLES OF INCORPORATION  
OF  
TOWNSTATE CORPORATION**

CLERK OF STATE  
STATE OF IDAHO

IDAHO SECRETARY OF STATE  
07/18/2003 05:00  
CK: 28023 CI: 1100 IN: 691837  
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1 @ 20.00 = 20.00 EXPEDITE C # 3

The undersigned, acting as incorporator, hereby executes these Articles of Incorporation for the purposes of forming a corporation (hereinafter referred to as the "**Corporation**") under Chapter 1, Title 30 of the Idaho Code, the Idaho Business Corporation Act (the "**IBCA**"), and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

The name of the Corporation shall be TOWNSTATE CORPORATION.

**ARTICLE II**

The Corporation shall have perpetual existence, and the nature of the business or purposes to be conducted or promoted by the Corporation is to provide community websites and internet-related services and to transact any and all other lawful business for which corporations may be organized under the IBCA.

**ARTICLE III**

The address of the initial registered office of the Corporation in the State of Idaho is 300 Monroe Street, Salmon, Idaho 83467-3313. The name of its registered agent at such address is WAYNE TALMAGE.

**ARTICLE IV**

The Corporation is authorized to issue one class of capital stock designated as "Voting Common Stock." The total number of shares of Voting Common Stock the Corporation shall have the authority to issue is 100,000,000. The shares of Voting Common Stock shall have no par value.

**ARTICLE V**

**Section 5.1** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation in a shareholder agreement authorized under Section 30-1-732 of the IBCA.

**Section 5.2** The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

C/50067

<u>Name</u>	<u>Address</u>
CONNIE DELANEY	300 Monroe Street Salmon, ID 83467-3313
WAYNE TALMAGE	300 Monroe Street Salmon, ID 83467-3313

**Section 5.3** Except with respect to the initial Board of Directors, the number of directors constituting the Board of Directors shall be determined in the manner specified in the Bylaws. In the absence of such a provision in the Bylaws, the Board shall consist of the number of directors constituting the initial Board of Directors.

## **ARTICLE VI**

No shareholder of this Corporation shall have any preemptive rights with respect to (i) any shares of stock of the Corporation, whether now or hereafter authorized, (ii) any warrants, rights, or options to purchase any such shares, or (iii) any obligations convertible into any such shares or into warrants, rights or options to purchase any such shares.

## **ARTICLE VII**

The shareholders of the Corporation shall not be entitled to cumulative voting at any election of Directors.

## **ARTICLE VIII**

The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The shareholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

## **ARTICLE IX**

This Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law, and the rights of the stockholders of this Corporation are granted subject to this reservation.

## **ARTICLE X**

The name and address of the Incorporator is:

Name

Address

Scott J. Smith

201 E. Center Street  
Pocatello, ID 83204

## ARTICLE XI

To the full extent permitted by the IBCA or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this *Article XI* shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

## ARTICLE XII

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the IBCA or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this *Article XII*. No amendment to or repeal of this *Article XII* shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

\* \* \*

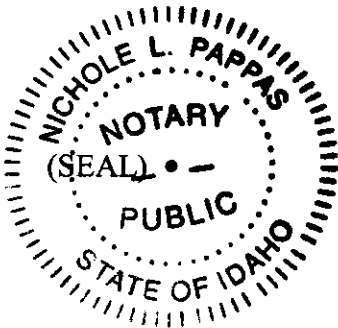
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate this 17 day of July, 2003.

  
SCOTT J. SMITH, *Incorporator*

STATE OF IDAHO   )  
                              : ss  
County of Bannock   )

On this 17 day of July, 2003, before me, the undersigned Notary Public, in and for said State and County, personally appeared SCOTT J. SMITH, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this Certificate first above written.



Nichole L. Pappas  
NOTARY PUBLIC FOR IDAHO  
Residing at: Pocatello  
Commission expires: 01-10-2006