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# State of Idaho

## Department of State

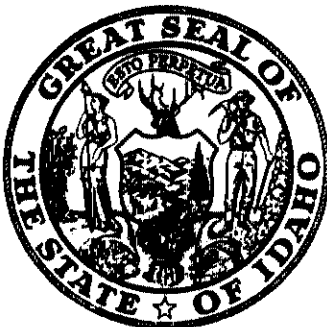
### CERTIFICATE OF INCORPORATION OF

### VERSTANDIG GROUP INCORPORATED

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: January 6, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

# CORPORATE CHARTER

STATE OF IDAHO

TWIN FALLS COUNTY

JUN 6 9 49 AM '94  
SECRETARY OF STATE

TO.....Secretary of State

We, the undersigned,

<u>NAME</u>	<u>STREET</u>	<u>CITY &amp; STATE</u>
Rick Parker	Rt. 2, Box 55	Rupert, ID 83350
Karen Atwood	1423 Wilmore	Twin Falls, ID 83301
Wayne Hine	28B S., 400 W.	Jerome, ID 83338
Todd Schwarz	264 Carney St.	Twin Falls, ID 83301
Liane Taylor	1643 2nd Ave. E.	Twin Falls, ID 83301
Rosemary Vaughn	646 Ballingrude Dr.	Twin Falls, ID 83301
Jim Wilson	1418 Alpine	Jerome, ID 83338

Being natural persons of the age of twenty-one or more and initiators of the corporation to be organized pursuant hereto, for the purpose of forming a corporation under Idaho Code, Title 30, Chapter 1, Sections 1-54, et. seq., Corporation Act of the State of Idaho, do hereby adopt the following Articles of Incorporation:

## ARTICLE ONE

### Name

The name of the corporation is Verständig Group Incorporated

## ARTICLE TWO

### Address

and agent

The address of the corporation's initial registered office in the City of Twin Falls, County of Twin Falls and State of Idaho is:

Dr. Rick Parker  
540 Blue Lakes Blvd., North  
Suite #615  
Twin Falls, ID 83301

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### **ARTICLE THREE**

#### **Board Membership**

**The Board of Directors consists of the Corporate Officers.**

**An active member of the Board of Directors is defined as someone who attends 75 percent of the meetings and buys 120 shares per year.**

**An inactive member of the Board of Directors is defined as someone who is unable to attend 75 percent of the meetings but continues to purchase shares. The inactive member does not have voting privileges but can collect dividends on shares.**

### **ARTICLE FOUR**

#### **Duration**

**The duration of the corporation is: In Perpetuity.**

### **ARTICLE FIVE**

#### **Purposes**

**The purposes for which the corporation is organized include:**

- a) Use technology to improve productivity and creativity**
- b) Provide personal and professional development to the initiators and future employees**
- c) Conduct business as a corporation and create a professional image in services provided**
- d) Electronically exchange ideas, make contacts, and provide support and service**
- e) Promote the growth of the corporation locally, regionally, and interstate**

**In support of the above-enumerated goals, other functions include, but are not limited to: consulting, reunion coordination, troubleshooting, modem training, presentations, hardware/software installation, newsletters, software testing, 24-hour service, curriculum development, shareware, remote backup, and family histories.**

### **ARTICLE SIX**

#### **Corporate Operations and Officers**

**General membership of the corporation shall be composed of those persons who have skills, talents, time, or other assets to dedicate to the purposes of the corporation and desire to assist in the effectuating of such purposes.**

**The following is a list of the initial Board of Directors:**

Rick Parker  
 Karen Atwood  
 Vacant  
 Wayne Hine  
 Todd Schwarz  
 Liane Taylor  
 Rosemary Vaughn  
 Jim Wilson

President  
 VP of Education  
 VP of Operations  
 VP of Engineering  
 VP of Research & Development  
 VP of Marketing  
 VP of Finance  
 VP of Sales

## JOB DESCRIPTIONS

Office	Duties
President	Conducts meetings; prepares and distributes meeting agendas; generates reports; approves expenditures with any other vice president; casts tie-breaking vote.
Vice President, Sales	Conducts meetings in absence of President; manages field sales organization, territories quotas, sales office activities, including customer/product support/service.
Vice President, Finance	Manages working capital including receivables, payables, inventory cash, and marketable securities; works with Vice President of Marketing for financial forecasting including capital budget, cash budget, proforma financial statements, external financing requirements, and financial condition requirements; keeps minutes of monthly and annual meetings.
Vice President, Marketing	Identifies and develops markets and marketing strategies; works with Vice President of Finance for financial forecasting including capital budget, cash budget, proforma financial statements, external financing requirements, and financial condition requirements; keeps minutes of monthly and annual meetings in absence of Vice President of Finance.
Vice President, Engineering	Oversees use of hardware, quality control, development, and improvement of services; and, works with Vice President of Research and Development.
Vice President, Research & Development	Identifies new ideas for use of software & hardware, software testing, identifies layout & design of company publications.

Vice President, Education	Oversees all educational activities of Synergy, i.e., curriculum development and selection; acts as liaison between educational institutions and Synergy; oversees continuing education of Synergy employees.
Vice President, Operations	Maintains inventory of physical assets & personal skills; allocates assets for services & allocates services.

## ARTICLE SEVEN

### Meetings

The Board of Directors meeting will be held the first Tuesday of every month at 4:30 p.m. Agenda items shall be typed prior to the meeting and distributed one week prior to the meeting. Place of meeting to be determined with prior notice issued to all members a week in advance. Minutes of said meeting will be recorded monthly and copies disbursed to members within one week of the meeting.

Annual Shareholders' meeting will be held in January on the Human Rights day (Martin Luther King day) beginning at noon.

## ARTICLE EIGHT

### Voting

General policies of the corporation shall be initiated and implemented by the corporate officers. Business of the Board of Directors shall be conducted when at least 75 percent of the members are present. Decisions will be made by a simple majority vote. Articles of Incorporation and Bylaws will be reviewed and agreed upon at the annual shareholders' meeting.

Proxies shall only be allowed in deciding policy issues if presented to a Board member in advance of the meeting in which the issue in question is to be presented.

Board members must be notified in writing one week in advance of any changes in meeting dates where voting will take place. If it is known that a member will be unavailable for receiving mail, the President of the Board of Directors shall contact that individual by phone provided the member left a phone number where he/she could be reached. Meeting date changes where voting will take place can be by any member of the Board of Directors, but must be verbally agreed upon by a simple majority of the Board of Directors prior to written notification of such changes.

In the event of a tie vote, final decisions will be made through arbitration. In the event of a change in the monthly meeting time, 7 days written notice shall be originated by the President. Changes in the meeting dates for annual meetings shall require 31 days written notice. Requests for changes should be coordinated through the President.

## ARTICLE NINE

### Stock & Dividends

Synergy, Inc. authorizes 1,000,000 shares of common stock par value \$1 per share. On January 1 of each year, Synergy, Inc. will issue 120 shares per officer. These shares are purchased by the officers and are split equally.

In addition, at the Annual Shareholders' meeting, the Board of Directors may authorize shares to be issued for purchase by the officers. These shares will be offered as stock options based on the percentage of earned income generated by each officer. If any officer declines their purchase options, the stock will remain with the corporation. Earned income is calculated as 25 percent of any revenue generated by an officer of Synergy, Inc. The officer is paid 75 percent as wages less 5 percent if a lead commission is appropriate (which is paid to the officer securing the work).

Dividends, if any, will be determined by the Board of Directors at the annual shareholders' meeting. Any dividends will be paid based on the percentage of stock held by each shareholder at the end of the fiscal year (December 31).

ARTICLE TEN  
Leaving

Any of the original corporation officers may choose to leave the corporation according to the bylaws.

Incorporators:

Rick Packer  
Karen K. Atwood  
Wayne Hill  
Tom Quenz  
Jane Taylor  
Barbara Leigh  
Jim Olson

OATH OF ACKNOWLEDGEMENT

STATE OF IDAHO

COUNTY OF TWIN FALLS

I, Janet Simmons a Notary Public, do hereby certify that on the 29<sup>th</sup> day of Dec., 1993, personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

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

Janet Simmons  
Notary Public  
exp 8-28-97