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State of Idaho

Department of State

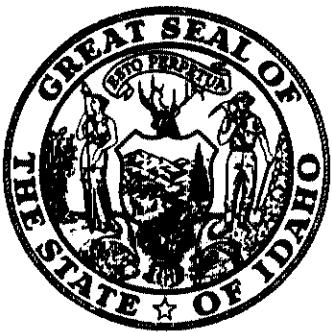
CERTIFICATE OF INCORPORATION OF

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 *Carla Seikel*

CORPORATE CHARTER

SECRETARY OF STATE
MAY 1996
S-1

STATE OF IDAHO

TWIN FALLS COUNTY

TO.....Secretary of State
We, the undersigned,

<u>NAME</u>	<u>STREET</u>	<u>CITY & 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 Parker
Karen K. Atwood
Wayne Hines
Todd Glueck
June Taylor
Barney Vaughn
Jim O'Dell

OATH OF ACKNOWLEDGEMENT

STATE OF IDAHO

COUNTY OF TWIN FALLS

I, Janet Simmons, a Notary Public, do hereby certify that on the 29th 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