

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

SPARROW SYSTEMS, INC.

File number C 109062

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 17, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By Jonya Herold

**ARTICLES OF INCORPORATION**

RECEIVED  
SEC. OF STATE  
OF  
SPARROW SYSTEMS, INC.

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**FIRST:** The name of this corporation is Sparrow Systems, Inc.

SECOND: This corporation is to have perpetual duration.

THIRD: The nature of this business, and the objects and purposes to be transacted, promoted, and carried on are to do any and all the things herein mentioned, as fully and to the same extent as natural persons might or could do, in any part of the world, viz.:

Develop, produce, manufacture, market, and license software and other technology products for use with personal computers, and:

Provide technical expertise to businesses and individuals for development of software and other technology products for use with personal computers.

FOURTH: The amount of the total authorized capital stock of this corporation is 10,000 (ten thousand) shares of no-par value stock.

**FIFTH:** The Directors shall have power to make, alter and amend the Bylaws; to fix the amount to be reserved as working capital; to fix the amount of consideration to be received for shares; and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of this corporation.

The Directors shall have power to increase or decrease the number of Directors by resolution, provided that said resolution is adopted by at least 2/3 of the current Directors, and that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

The Directors shall have power to hold a meeting by conference telephone or similar communications equipment by means of which all persons participating can hear each other at the same time. The Directors shall have power to take any action which may be taken at a meeting of the Directors without holding a

meeting, if each Director signs consent in writing setting forth the action so taken.

It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation, but that the objects, purposes, and powers specified in each of the clauses or paragraphs of these Articles shall be regarded as independent objects, purposes, and powers.

SIXTH: The address of the initial registered office of this corporation is RR 1, Box 360H, Saint Maries, Idaho 83861, and the initial registered agent is Christian Lee Struble.

SEVENTH: Upon filing of the Articles of Incorporation, Christian Lee Struble shall be the registered agent for the corporation in the state of Idaho, and the names and addresses of the three (3) persons who are to serve as Directors until the first annual meeting of stockholders or until successors are elected and qualify are:

Christian Lee Struble

RR 1, Box 360H

Saint Maries, Idaho 83861

Anthony John McPhail

15035 Westpark #704

Houston, Texas 77082

Merrilyn F. Rohner

3072 Triumph Lane

Boise, Idaho 83705

EIGHTH: Directors of the corporation shall not be held liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a Director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (3) liability for unlawful payment of dividends or unlawful stock purchases or

redemption by the corporation; or (4) a transaction from which the Director derived an improper benefit.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file, and record these Articles of Incorporation and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

DATED AT: January 12, 1995  
State of Idaho  
County of Benewah

  
Christian Lee Struble