

# State of Idaho

## Department of State

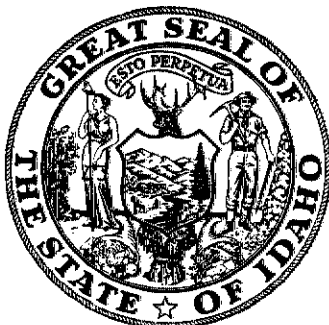
### CERTIFICATE OF INCORPORATION OF

SWINGERS, INC.  
File number C 110741

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: May 24, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *CWA Sipe*

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ARTICLES OF INCORPORATION  
OF  
SWINGERS, Inc.

IDAH0 SECRETARY OF STATE  
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CX #: 5032 CUST# 2039  
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The undersigned natural persons of majority age hereby establish a corporation pursuant to the laws of Idaho and adopt the following articles of incorporation.

1. NAME. The name of the corporation is SWINGERS, Inc.
2. DURATION. The corporation shall have perpetual existence.
3. PURPOSE AND POWERS.

Purpose. The corporation is organized for the transaction of all lawful business for which corporations may be incorporated pursuant to the Idaho Business Corporation Act.

Powers. In furtherance of the foregoing purpose, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Idaho.

4. CAPITAL.

Authorized Capital. The aggregate number of shares which the corporation shall have authority to issue is Five Hundred Thousand (500,000) shares of common stock each having a par value of One Dollar (\$1.00).

Voting Rights. Each shareholder of record shall have one vote for each share of common stock standing in his name on the books of the corporation and entitled to vote, except that in the election

of directors he shall have the right to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

5. BOARD OF DIRECTORS.

5-A. Initial Board of Directors. Four directors shall constitute the initial board of directors, their names and addresses being as follows:

<u>NAME</u>	<u>ADDRESS</u>
George F. Canney	821 Ford Moscow ID 83843
Caroline S. Canney	821 Ford Moscow ID 83843
Steve R. Otto	2252 Brood Road Moscow ID 83843
Sandy K. Otto	2252 Brood Road Moscow ID 83843

5-B. Board of Directors. The number of directors shall be specified in the Bylaws and such number may from time to time be changed as provided in the Bylaws. In case of any increase in directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of stockholders and until their successors are elected and qualified.

6. REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the corporation is 821 Ford,

Moscow, Idaho, 83843. The name of its initial registered agent at such address is George F. Canney.

7. RIGHTS OF DIRECTORS AND OFFICERS TO CONTRACT WITH CORPORATION. Any of the directors or officers of this corporation shall not, in the absence of fraud, be disqualified by his office from dealing or contracting with this corporation either as vendor, lessor, firm, association, or corporation of which he shall be a member, or in which he may be pecuniarily in any manner be so disqualified. No director or officer, nor any proprietorship, firm, association or corporation with which he is connected as aforesaid shall be liable to account to this corporation or its shareholders for any profit realized by him from or through any such transaction or contract, it being the express purpose and intent of this provision to permit this corporation to buy from, sell to, or otherwise deal with proprietorships, firms, associations, or corporations of which the directors and officers of this corporation, or anyone or more of them, may be members, directors or officers, or in which they or any of them may have pecuniary interest; and the contracts of this corporation, in the absence of fraud, shall not be void or voidable or affected in any manner by reason of any such position. Furthermore, directors of this corporation may be counted for a quorum of the board of directors of this corporation at a meeting even though they may be pecuniarily interested in matters considered at such meeting, and any action taken at such meeting with reference to such matters by

a majority of the directors shall not be void or voidable by this corporation in the absence of fraud.

8. INDEMNIFICATION OF DIRECTORS AND OFFICERS. The corporation shall indemnify every person who is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, his heirs, executors and administrators at such person's request to the full extent provided by Idaho law, provided that this right of indemnification shall not apply to any action, suit or proceeding under the Securities Act of 1933, except for payment of expenses incurred in the successful defense of such action, suit or proceeding. The right to indemnification conferred by this provision shall not restrict the power of the corporation to make any indemnification permitted by law.

9. STOCKHOLDER PROPERTY. The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent. The shares of the corporation shall not be subject to assessment for any corporate purpose.

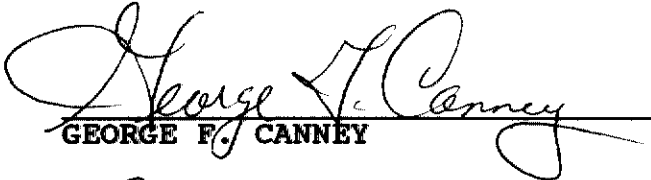
10. INCORPORATORS. The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
George F. Canney	821 Ford Moscow ID 83843
Caroline S. Canney	821 Ford Moscow ID 83843
Steve R. Otto	2252 Brood Road Moscow ID 83843

Sandy K. Otto

2252 Brood Road  
Moscow ID 83843

DATED this 22<sup>nd</sup> day of May, 1995.

  
GEORGE F. CANNEY

  
CAROLINE S. CANNEY

  
STEVE R. OTTO

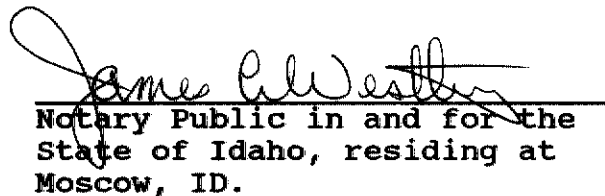
  
SANDY K. OTTO

VERIFICATION

STATE OF IDAHO        )  
                              ) ss.  
County of Latah        )

I, James L. Westberg a notary public, hereby certify that on the 19<sup>th</sup> day of May, 1995, personally appeared before me GEORGE F. CANNEY, who being by me first duly sworn declared that he signed the foregoing document as incorporator and that the statements therein contained are true.

(seal)

  
Notary Public in and for the  
State of Idaho, residing at  
Moscow, ID.

My commission expires: 4/13/98

VERIFICATION

STATE OF IDAHO       )  
                              ) ss.  
County of Latah       )

I, Christy Williams, a notary public, hereby certify that on the 19th day of May, 1995, personally appeared before me CAROLINE S. CANNEY, who being by me first duly sworn declared that she signed the foregoing document as incorporator and that the statements therein contained are true.

(seal)

Christy Williams  
Notary Public in and for the  
State of Idaho, residing at  
Moscow, ID.

My commission expires: 6-15-96

VERIFICATION

STATE OF IDAHO       )  
                              ) ss.  
County of Latah       )

I, MARY WESTBERG, a notary public, hereby certify that on the 22ND day of May, 1995, personally appeared before me STEVE R. OTTO, who being by me first duly sworn declared that he signed the foregoing document as incorporator and that the statements therein contained are true.

(seal)

Mary Westberg  
Notary Public in and for the  
State of Idaho, residing at  
Moscow, ID.

My commission expires: 1/22/99

VERIFICATION

STATE OF IDAHO       )  
                              ) ss.  
County of Latah       )

I, Christy Williams, a notary public, hereby certify that on the 22 day of May, 1995, personally appeared before me SANDY K. OTTO, who being by me first duly sworn declared that she signed the foregoing document as incorporator and that the statements therein contained are true.

(seal)

Christy Williams  
Notary Public in and for the  
State of Idaho, residing at  
Moscow, ID.

My commission expires: 6-15-96