

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

BIODYNAMIX, INC.

File number C 113048

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: December 19, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sikel*

# ARTICLES OF INCORPORATION

**Biodynamix, Inc** Dec 19 1 00 PM '95

The undersigned, being over the age of eighteen years, for the purpose of forming a corporation under the Idaho Business Corporation Act, certify and adopt the following.

## Articles of Incorporation

### Article I

The name of this corporation shall be Biodynamix, Inc..

### Article II

It is our intention for Biodynamix, Inc. to exist in perpetuity.

### Article III

Biodynamix, Inc. shall have unrestricted ability to initiate and engage in any lawful act concerning any lawful business or activity for which corporations may be incorporated under the Idaho Business Incorporation Act.

### Article IV

Biodynamix, Inc. Holds an aggregate of ten thousand (10,000) shares, nine thousand, one hundred (9,100) are voting shares with no par value except as designated by unanimous agreement by the directors, at their discretion. These same nine thousand, one hundred shares are held in unequal portions by each of the two directors, with five thousand, one hundred (5,100) share designated to director A and four thousand (4,000) shares designated to director B as indicated in Article VII. Biodynamix, Inc. also holds 900 nonvoting shares with no par value, except as designated by the incorporators to be issued at the discretion and with unanimous agreement of the directors.

### Article V

The incorporators of Biodynamix, Inc. set forth the following provision: not one or any portion or amount of the 9,100 held voting shares shall be gifted, negotiated, sold or offered for sale, or used to secure any financial or other transaction without unanimous voted agreement by the two directors as is consistent with Idaho Law.

### Article VI

- 1) The initial address of Biodynamix, Inc. is registered as:  
933 Scotts Avenue  
Nampa, Idaho 83651

- 2) The initial registered agent at this office is Adrian E. Pierce.

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Article VII

- 1) Biodynamix, Inc. initially has two designated directors. This number shall be established and fixed by the bylaws and may be changed at the discretion of the directors by amending the bylaws. The two initial Directors are:
  - A. Adrian E. Pierce  
933 Scotts Avenue  
Nampa, Idaho 83651
  - B. Debra D. O'Harra  
933 Scotts Avenue  
Nampa, Idaho 83651
- 2) The term of these directors shall continue through the first annual meeting of this corporation at which time the directors may agree to add, delete or continue this arrangement.
- 3) These directors of the Biodynamix, Inc. shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (ii) conduct violating Section 30-1-48 of the Idaho Business Corporation Act, or (iii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Business Corporation Act is amended to authorize the corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.
- 4) Biodynamix, Inc. has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents. Without limiting the generality of the foregoing, Biodynamix, Inc. shall indemnify its directors against all liability, damages, and costs or expenses (including attorney's fees) arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent under all circumstances permitted by law.

**Article VIII**

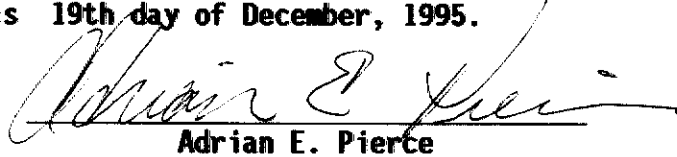
In compliance with the Idaho Business Corporation Act, Biodynamix, Inc. may enter into contract and otherwise transact business as a vendor, purchaser, or otherwise, with one or more of its directors, officers, or shareholders or with any corporation, association, firm or entity in which one or more of them are or may become interested as directors, officers, shareholders, members or otherwise.

**Article IX**

The name and addressee of the incorporator is as follows:

Adrian E. Pierce  
933 Scotts Avenue  
Nampa, Idaho 83651

In witness whereof, the incorporators named above have executed these articles of incorporation this 19th day of December, 1995.

  
Adrian E. Pierce