

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

**FAKT ANALYTICAL, INC.**

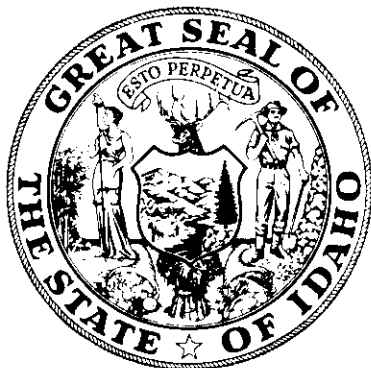
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**FAKT ANALYTICAL, INC.**

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: **March 4, 1983**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION OF  
FAKT ANALYTICAL, INC.

We the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

I.

The name of the corporation is FAKT ANALYTICAL, INC.

II.

The period of duration of the corporation shall be perpetual.

III.

The purpose or purposes for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under this act.

IV.

The authorized capital stock of this corporation shall consist of 500,000 shares of common stock having a par value of ONE CENT (\$.01) per share and an aggregate par value of FIVE THOUSAND DOLLARS (\$5,000.00); all said shares shall be issued fully paid and shall not be subject to assessment.

V.

The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever. This corporation shall commence doing business once at least ONE THOUSAND DOLLARS

(\$1,000.00) has been received as consideration for the issuance of capital stock.

VI.

The name and address of the initial registered office of the corporation is 402 West 6th Street, P.O. Box 9291, Moscow, Idaho, 83843 and the name of the initial registered agent is Lynn J. Farnworth.

VII.

It is expressly provided and made a part of any contract of subscription to the stock of this corporation and the transfer of any stock of this corporation thereafter that every shareholder shall not have the right to transfer any stock that said shareholder receives to any person without the consent of this corporation and the consent of the then existing shareholders, but shall offer the shares for sale to the corporation and/or the current shareholders at the fair market value and under the terms of a bona fide offer. The corporation and/or current shareholders shall exercise the right of first refusal described herein within 90 days of written notice from the proposed selling shareholder and if not so exercised, said right of first refusal shall expire and said shareholder shall be entitled to sell said stock. The purpose of said right of first refusal is to insure that the shareholders of this corporation be able to maintain their current voting status and be allowed to operate this corporation with persons of their own choosing. In case of disagreement of the fair market value, the matter in dispute shall be arbitrated. Any attempt

of sale of stock of this corporation to a person other than as described herein shall be expressly voided.

VIII.

The right and power to amend, appeal, alter, rescind and adopt the By-Laws of this corporation and to adopt new By-Laws is expressly conferred upon the Board of Directors of this corporation as provided by statute.

IX.

The number of directors currently constituting the initial board of directors shall be two (2). The name and addresses of said persons who shall serve as directors until the first meeting of the corporation, or until their successors are elected and qualified, are as follows:

Richard A. Kagel  
737 Brent Drive  
Moscow, Idaho 83843

Sherry O. Farwell  
820 Courtney Street  
Moscow, Idaho 83843

X.

The name and addresses of all the initial incorporators are:

<u>Name</u>	<u>Street Address</u>	<u>City and Town</u>
Richard A. Kagel	737 Brent Drive	Moscow, ID 83843
Sherry O. Farwell	820 Courtney St.	Moscow, ID 83843

EXECUTED this 24 day of February, 1983.

...*Richard A. Kagel*.....

Richard A. Kagel

...*Sherry O. Farwell*.....

Sherry O. Farwell

STATE OF IDAHO )  
County of Latah )

On this *24* day of ~~January~~ <sup>*February*</sup>, 1983, before me personally appeared RICHARD A. KAGEL, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

*J J Stewart*  
\_\_\_\_\_  
Notary Public in and for the  
State of Idaho, residing  
therein.

STATE OF IDAHO )  
County of Latah )

On this *24* day of ~~January~~ <sup>*February*</sup>, 1983, before me personally appeared SHERRY O. FARWELL, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.

*J J Stewart*  
\_\_\_\_\_  
Notary Public in and for the  
State of Idaho, residing  
therein.