

# *State of Idaho*

## **Department of State**

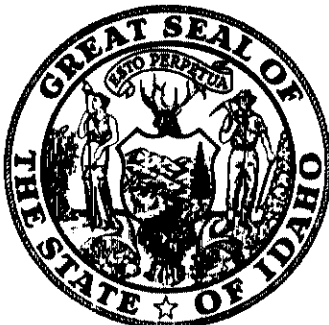
### **CERTIFICATE OF INCORPORATION OF**

### **GEMINI TECHNOLOGIES, 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: May 24, 1993



*Pete T. Cenarrusa*  
**SECRETARY OF STATE**

By *Valerie Taylor*

May 24 11 52 AM '93

**ARTICLES OF INCORPORATION**  
**OF**  
**GEMINI TECHNOLOGIES, INCORPORATED**

The undersigned, acting as incorporator to form a corporation under the Idaho Business Corporation Act (30-1-1 to 30-1-152), adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME**

The name of the corporation shall be Gemini Technologies, Incorporated.

**ARTICLE II**  
**TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE III**  
**NATURE OF BUSINESS**

The purpose or purposes for which the corporation organized are design, development, and production of sound signature moderating technologies, and engaging in or transacting any and all lawful activities or business permitted under the laws of the United States, the State of Idaho, or any other state, county, territory or nation.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock no par.

**ARTICLE V**  
**ADDRESS**

The street address of the initial registered office of the corporation in Idaho shall be 15005 N. McFarland Creek Rd., Boise, Idaho 83703 and the name of the initial Registered Agent for the corporation at that address is Philip H. Dater.

**ARTICLE VI**  
**SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VII  
LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

**ARTICLE VIII  
SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

**ARTICLE IX  
DIRECTORS**

The number of directors constituting the initial board of directors is three, and the name and residential address of the directors who are to serve until the first annual meeting of shareholders or until their successors are elected and qualified are:

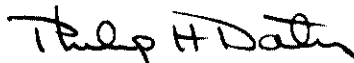
Philip H. Dater, 15005 N. McFarland Creek Rd., Boise, ID 83703  
Jim Ryan, 520 Graber, Selah, WA 98942  
Mark Weiss, 1103-B S. 34th Ave., Yakima, WA 98902

**ARTICLE IX  
INCORPORATOR**

The name and residential address of the incorporator is:

Philip H. Dater, 15005 N. McFarland Creek Rd., Boise, ID 83703

Dated: May 24, 1993



\_\_\_\_\_  
Incorporator

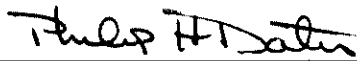
**DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Idaho. Gemini Technologies, Incorporated, a corporation organizing under the laws of the State of Idaho, with its principal office located at 15005 N. McFarland Creek Road, Boise, Idaho 83703, has named Philip H. Dater, whose address is 15005 N. McFarland Creek Road, Boise, Idaho 83703, as its Agent to accept service of process within this State.

**ACCEPTANCE:**

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Dated: May 24, 1993



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Registered Agent:

IDAHO SECRETARY OF STATE  
19930524 0900 77201 2  
CK #: 4334 CUST# 1  
CORPORATIO 1# 60.00= 60.00

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