

FILED EFFECTIVE

ARTICLES OF INCORPORATION  
OF  
CRADLEPOINT, INC.

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SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as incorporator, hereby executes these Articles of Incorporation for the purposes of forming a corporation (hereinafter referred to as the "**Corporation**") under Chapter 1, Title 30 of the Idaho Code, the Idaho Business Corporation Act (the "**IBCA**"), and adopting the following Articles of Incorporation for such Corporation:

ARTICLE I  
NAME OF CORPORATION

The name of the Corporation shall be CRADLEPOINT, INC.

ARTICLE II  
PURPOSE AND EXISTENCE

The Corporation shall have perpetual existence, and the nature of the business or purposes to be conducted or promoted by the Corporation is to transact any and all lawful business for which corporations may be organized under the IBCA.

ARTICLE III  
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation in the State of Idaho is 2300 Hillway Drive, Boise, Idaho 83704. The name of its registered agent such address is Patrick M. Sewall.

ARTICLE IV  
CAPITALIZATION

**Section 4.1** The Corporation is authorized to issue two classes of capital stock, to be designated respectively "**Common Stock**" and "**Preferred Stock**." The total number of shares of Common Stock the Corporation shall have the authority to issue is Thirty Million (30,000,000) shares, each with a par value of \$0.001 per share. Twenty Million (20,000,000) shares shall be Common Stock and Ten Million (10,000,000) shares shall be Preferred Stock.

**Section 4.2** The Preferred Stock may be issued in one or more series. The Board of Directors is hereby authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any such series and the designation, relative powers, preferences, and rights and qualifications, limitations or restrictions of all such series. The authority of the Board with respect to each such series will include, without limiting the generality of the foregoing, the determination of any or all of the following:

(a) the number of shares of any series and the designation to distinguish the shares from the shares of all other series; (b) the voting powers, if any, and when exercisable, of the shares of any series.

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are full or limited in such series; (c) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid; (d) whether dividends, if any, will be cumulative or noncumulative, the dividend rate of such series, and the dates and preferences of dividends on such series; (e) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation; (f) the provisions, if any pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes of stock, or any other security of the Corporation or any other corporation or other entity, and the price or prices or the rates of exchange applicable thereto; (g) the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation or entity; (h) the provisions, if any, of a sinking fund applicable to such series; and (i) any other relative, participating, optional, or other special powers preferences, rights, qualifications, or restrictions thereof; all as may be determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for issuance of such Preferred Stock (collectively, a "***Preferred Stock Designation***"). The Board is authorized to alter the designation, rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any Preferred Stock Designation of the Board originally fixing the number of shares constituting any series of Preferred Stock, to increase or decrease (but not below the number of shares or any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

**Section 4.3** Each share of Preferred Stock issued by the Corporation, if reacquired by the Corporation (whether by redemption, repurchase, conversion to Common Stock or other means), shall upon such reacquisition resume the status of authorized and unissued shares of Preferred Stock, undesignated as to series and available for designation and issuance by the Corporation in accordance with the immediately preceding paragraph.

**Section 4.4** The Corporation shall from time to time in accordance with the IBCA increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance shall not be sufficient to permit conversion of the Preferred Stock.

**Section 4.5** Except as may otherwise be provided in a Preferred Stock Designation, the holders of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of Common Stock held of record by such holder as of the record date for such meeting.

## **ARTICLE V BOARD OF DIRECTORS**

**Section 5.1** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in a Preferred Stock Designation or a shareholder agreement authorized under Section 30-1-732 of the IBCA.

**Section 5.2** The number of directors constituting the Board of Directors shall be determined in the manner specified in the Bylaws.

## **ARTICLE VI PREEMPTIVE RIGHTS**

Except as may be set forth in a written agreement with the Corporation or in a Preferred Stock Designation, no shareholder of this Corporation shall have any preemptive rights with respect to (i) any shares of any class of stock of the Corporation, whether now or hereafter authorized, (ii) any warrants, rights, or options to purchase any such shares, or (iii) any obligations convertible into any such shares or into warrants, rights or options to purchase any such shares.

## **ARTICLE VII CUMULATIVE VOTING**

Except as may be set forth in a written agreement with the Corporation or in a Preferred Stock Designation, the shareholders of the Corporation shall not be entitled to cumulative voting at any election of Directors.

## **ARTICLE VIII AMENDMENT OF BYLAWS**

The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The shareholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

## **ARTICLE IX AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law, and the rights of the shareholders of this Corporation are granted subject to this reservation.

## **ARTICLE X INCORPORATOR**

The name and address of the Incorporator are:

Name:

Address

Paul M. Boyd

c/o Steel Rives LLP  
101 S. Capitol Blvd., Suite 1900  
Boise, Idaho 83702

## ARTICLE XI LIMITATION ON LIABILITY

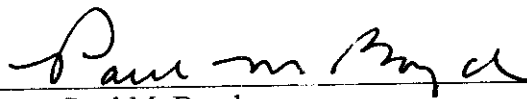
To the full extent permitted by the IBCA or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this *Article XI* shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

## ARTICLE XII INDEMNIFICATION

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the IBCA or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this *Article XII*. No amendment to or repeal of this *Article XII* shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

\* \* \*

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate this 28<sup>th</sup> day of January, 2003.



Paul M. Boyd  
*Incorporator*