

CERTIFICATE OF INCORPORATION  
OF

**ATEC CORPORATION**

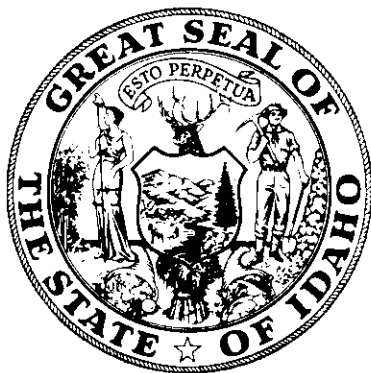
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**ATEC 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: **November 15, 1984**



SECRETARY OF STATE

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

Nov 15 8 46 AM '84

ARTICLES OF INCORPORATION

SECRETARY OF STATE

OF

ATEC CORPORATION

KNOWN ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and citizens of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 1, and we do hereby certify, declare and adopt the following Articles of Incorporation.

I

Name: The name of this Corporation shall be ATEC Corporation.

II

Duration: The period of existence and duration of the life of this corporation shall be perpetual.

III

Location: The location of the registered office of this corporation shall be No. 2 Main Place, Weiser, Idaho, and its registered agent at that address shall be W. Richard Sanders.

IV

Purpose: The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporation may be incorporated under the Idaho General Business Corporations Act under which this corporation is organized and any and all acts amendatory thereof and supplemental thereto.

V

Capital Stock: The aggregate number of shares which the corporation shall have authority to issue shall be 200,000, each and all of which said shares shall be without par value, all of which said shares shall be common stock, and shall not be subject to assessment.

VI

Election of Directors: At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, but shall not be entitled to cumulate his votes.

VII

Distributions from Capital Surplus: The Board of Directors may, from time to time, distribute to the shareholders out of capital surplus in accordance with Idaho Code 30-1-6, without a vote of the shareholders.

VIII

Acquisition of Shares out of Capital Surplus: The corporation shall be entitled to acquire and dispose of its own shares in accordance with Idaho Code 30-1-6, including acquisition with unreserved and unrestricted capital surplus available therefor without a vote of the shareholders.

IX

Preemptive Rights: No shareholder of the Corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of the Corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of the Corporation authorized by these Articles of Incorporation or by any amended articles duly filed, may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing shareholders.

X

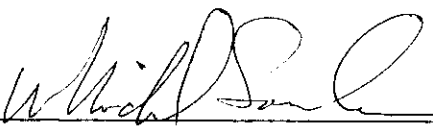
Incorporators: The names and post office addresses of each of the incorporators are as follows:

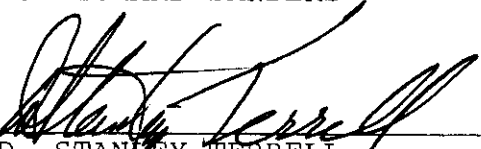
1. W. Richard Sanders, Route 2, Box 77A, Weiser, Idaho
2. D. Stanley Terrell, Route 2, Box 249, Weiser, Idaho
3. W. Harley Boatsman, 2242 N. E. 11th Ave., Portland, Oregon
4. Richard W. Scheetz, 2623 N. E. 24th Ave., Portland, Oregon

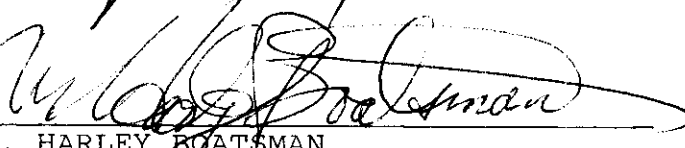
Board of Directors: The initial Board of Directors shall consist of four (4) directors, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

1. W. Richard Sanders, Route 2, Box 77A, Weiser, Idaho
2. D. Stanley Terrell, Route 2, Box 249, Weiser, Idaho
3. W. Harley Boatsman, 2242 N. E. 11th Ave., Portland, Oregon
4. Richard W. Scheetz, 2623 N. E. 24th Ave., Portland, Oregon

IN WITNESS WHEREOF, we have signed triplicate originals of these Articles this 1<sup>st</sup> day of November, 1984.

  
W. RICHARD SANDERS

  
D. STANLEY TERRELL

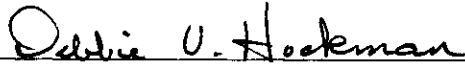
  
W. HARLEY BOATSMAN

  
RICHARD W. SCHEETZ

STATE OF Oregon )  
 ) ss  
County of Multnomah

On this 1<sup>st</sup> day of November, 1984, before me the undersigned, a Notary Public in and for said State, personally appeared W. RICHARD SANDERS, D. STANLEY TERRELL, W. HARLEY BOATSMAN and RICHARD W. SCHEETZ, known to me to be the persons whose names are scribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this the day and year in this certificate first above written.

  
Notary for said State of Oregon  
Residing at 2610 SW Plum St.  
Portland, OR 97219  
expiration date: 10-26-86