

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

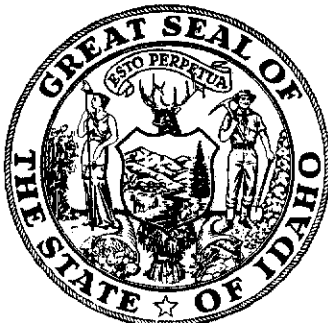
GARDNER-JOHNSON, INC.

File number C 116081

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: August 14, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shannon Breier*

**ARTICLES OF INCORPORATION  
OF  
GARDNER-JOHNSON, INC.**

**ARTICLE I - CORPORATE NAME**

The name of this corporation shall be GARDNER-JOHNSON, INC. (hereafter "Corporation").

**ARTICLE II - PERIOD OF DURATION**

The Corporation shall have perpetual duration.

**ARTICLE III - PURPOSES OF CORPORATION**

The Corporation is organized :

- (1) to purchase, convey and/or otherwise improve and/or develop an Internet Site for commercial purposes;
- (2) to render other or additional services as the Corporation through its shareholders and/or employees is qualified, licensed or otherwise empowered and authorized to perform;
- (3) to transact any and all lawful business permitted to be transacted by Corporations under Title 30, Chapter 1 of the Idaho Code;

**ARTICLE IV - STOCK**

The Corporation is authorized to issue one thousand (1,000) shares of stock, consisting of one (1) class only, which shares shall have no par value.

**ARTICLE V - S INCORPORATION**

The Corporation is being incorporated as an S corporation pursuant to the requisites of 26 U.S.C. Section 1361 *et seq.*, and any sale of shares of stock of the Corporation shall be conditioned on the consent of any prospective shareholder to election of Subchapter S treatment of the Corporation. Shares of stock in the Corporation may not be sold, pledged, or otherwise offered to any entity whose ownership or interest in such shares would jeopardize the existence of the Corporation as an S corporation.

**ARTICLE VI - REPURCHASE OF STOCK**

The Corporation shall at all times have the right, on the same terms offered to any other entity in writing, to repurchase shares of stock in the Corporation. The Corporation shall further have the right at all times to repurchase issued shares at the price for which those shares were purchased by the present holder thereof, whether the shares to be repurchased were purchased from the Corporation or from another shareholder.

IDAHO SECRETARY OF STATE  
DATE 08/14/1996  
FILE # 5845  
CORP  
100.00  
100.00  
'96  
# : C

## **ARTICLE VII - RESTRICTIONS ON TRANSFER OF STOCK**

The Corporation shall at all times have the right to prohibit transfer of any stock of the Corporation or of any interest whatsoever in its stock to any entity whose ownership or interest in the stock of the Corporation would cause the Corporation to lose any exemption from registration of its stock.

## **ARTICLE VIII - VOTING**

No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person or entity with the authority to exercise the voting power of any or all of his stock.

## **ARTICLE IX - INCORPORATOR**

The name and address of the incorporator is

Stephen T. Sherer  
30 E. Franklin Road, Suite 10  
Meridian ID 83642

## **ARTICLE X - INITIAL REGISTERED AGENT AND ADDRESS**

The Corporation's initial registered agent and address for service of process shall be

Stephen T. Sherer  
30 E. Franklin Road, Suite 10  
Meridian ID 83642

## **ARTICLE XI - BOARD OF DIRECTORS**

The initial Board of Directors of the Corporation shall consist of the following two (2) persons, at the addresses stated:

Samuel S. Johnson  
3650 Woodmont Dr.  
Meridian ID 83642

Mike Gardner  
127 S. State St.  
Nampa ID 83651

The number of Directors shall be no more than five (5), and the number shall be changed only by a majority of the then Directors at a Directors' meeting held no less than thirty (30) days prior to any election of new Directors.

## ARTICLE XII - CORPORATE OFFICERS

The general officers of the Corporation shall be president/treasurer and vice-president/secretary.

The principal duties of the President shall be to preside at all meetings of the Board of Directors and to have a general supervision of the affairs of the Corporation.

The principal duties of the Vice-president shall be to discharge the duties of the president in the event of absence or disability, for any cause whatsoever, of the president.

The principal duties of the Secretary shall be to countersign all deeds, leases, and conveyances executed by the Corporation; affix the seal of the Corporation thereto and to such other papers as shall be required or directed to be sealed; to keep a record of the proceedings of the Board of Directors; to safely and systematically keep all books, papers, records, and documents belonging to the Corporation, or in any way pertaining to the business thereof; and to generally supervise all matters pertaining to his office, as shall be required by the Board of Directors.

The principal duties of the Treasurer to keep an account of all moneys, credits, and property of any and every nature of the Corporation which shall come into his hands; to keep an accurate account of all moneys received and disbursed and of proper vouchers for moneys disbursed; to render such accounts, statements, and inventories of moneys received and disbursed and of money and property on hand; and to generally supervise all matters pertaining to his office, as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the Corporation.

Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict, may be held by one person, except that the offices of Secretary and President may not be held by the same person.

The Officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the Bylaws.

## ARTICLE XIII - ELECTION OF OFFICERS

The Officers of the Corporation shall be elected annually by the Board of Directors, and an Officer who states in writing to the Board that he or she wishes to remain an Officer shall be replaced only by the vote of a majority of the full Board then in Office.

## ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

To the maximum extent permitted by the laws of the State of Idaho, the Corporation shall indemnify and hold harmless the Directors and Officers of the Corporation from any and all costs, damages and expenses, including without limitation attorney fees and court costs, for any liability or potential liability incurred by the Officers

or Directors relating in any way to the operation, management, or administration performed on behalf of the Corporation or for its benefit by any person whomsoever.

#### ARTICLE XV - LIABILITY OF OFFICERS AND DIRECTORS

The Officers and/or Directors of this Corporation shall not be personally liable to the Corporation for breach of any fiduciary duty owed to the Corporation, except for the following instances:

1. Breaches of the Officer's or Director's duty of loyalty;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. Any transaction by which a Director or an Officer derived an improper personal benefit;
4. A Director's assent to any distribution of the assets of the Corporation without providing for payment of all known debts, liabilities and obligations of the Corporation prior to dissolution or liquidation.

DATED this 12 day of August, 1996.

  
\_\_\_\_\_  
Stephen T. Sherer, Incorporator

STATE OF IDAHO    )  
                          ) ss.  
County of Ada     )

On this \_\_\_\_\_ day of August, 1996, before me, a notary public of the State of Idaho, personally appeared Stephen T. Sherer, known to me to be the person whose name is subscribed to these articles of incorporation, and acknowledged to me that he executed this instrument.

IN WITNESS WHEREOF, I have executed this acknowledgement and affixed my official seal in the county and on the day of the year stated.

\_\_\_\_\_  
Notary Public for Idaho

Residing at \_\_\_\_\_, Idaho

Commission Expires: \_\_\_\_\_