

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

COMMON SENSE SYSTEMS, 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 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: June 28, 1993



Pete T. Cenarrusa  
SECRETARY OF STATE  
By A handwritten signature in black ink, appearing to read "Pete T. Cenarrusa" above "SECRETARY OF STATE", with a stylized "By" preceding it.

ARTICLES OF INCORPORATION

COMMON SENSE SYSTEMS, INC.

93 JUN 2019

We, the undersigned natural persons, each more than twenty-one years of age, acting as incorporators in or to organize and establish a corporation under and pursuant to the laws of Idaho, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Common Sense Systems, Inc.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is organized are as follows:

- A. To manufacture, acquire, sell, lease, service and maintain business machines and business machines software, equipment and systems of all types.
- B. To purchase or otherwise acquire, and to own, hold, manage, manufacture, develop and sell, lease, encumber or otherwise dispose of and deal in real property, whether improved or unimproved, and any interest therein, of any kind and description, whether in connection with or incidental to the foregoing purposes or otherwise.
- C. To purchase or otherwise acquire, and to own, hold, manage, manufacture, develop and sell, lease, encumber or otherwise dispose of and deal in personal property of every kind and description, tangible or intangible and including, but not limited to, stock, stock rights, options and warrants, debentures, bonds and other obligations and securities of corporations and entities, whether in connection with or incident or related to the foregoing purposes or otherwise.
- D. To provide services and to act as agent, factor or employee for any entity or individual, whether in connection with or incident to the foregoing purposes or otherwise.

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- E. To apply for, purchase or in any manner to acquire, and to hold, own, use or operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letter patents or copyrights of the United States or other countries or otherwise, and to work, operate or develop the same and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any part of them.
- F. To enter into, make and perform contracts of every kind with any person, firm, corporation, municipality, governmental agency or any entity without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures or other negotiable or transferrable instruments whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the State of Idaho.
- G. To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes herein set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the laws of the State of Idaho or any other law, or by these Articles of Incorporation.
- H. To carry out the purposes hereinabove set forth in any political subdivision or dependency of the United States of America, or any foreign country, to the extent that such purposes are not forbidden by the laws or such political subdivision or dependency of the United States of America or by such foreign country.

#### ARTICLE IV

In furtherance of the purposes set forth in Article IV of these Articles of Incorporation, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred on corporations organized under and pursuant to the laws of the State of Idaho, including, but not limited to, the power to enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in Article IV or these Articles of Incorporation, jointly or in common with others. In addition, the corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

#### ARTICLE V

- A. Authorized Shares. The aggregate number of shares which the corporation shall have to issue is one hundred thousand (100,000) shares of common stock of the par value of one dollar (\$1.00) each

B. Transfer Restrictions. The corporation shall have the right by appropriate action to impose restrictions upon the transfer of any shares of its common stock, or any interest therein, from time to time issued, provided that such restrictions as may from time to time be so imposed or notice of the substance thereof shall be set forth upon the face or back of the certificates representing such shares of common stock.

C. Pre-emptive Rights. The holders of the shares of the common stock of the corporation shall be entitled as of right to purchase or subscribe for any unissued or treasury shares of stock of any class, or any additional shares of any class to be issued by reason of any increase or the authorized shares of the corporation of any class, or any bonds, certificates of indebtedness, debentures, or other securities, rights, warrants or options convertible into shares of the corporation or carrying any right to purchase shares of any class in accordance with their proportionate equity in the corporation.

#### ARTICLE VI

The corporation will not commence business until at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

#### ARTICLE VII

The address of the initial registered office of the corporation is Rt. 2 Box 575 Blanchard, Idaho and the name of the initial registered agent of the corporation at such address is Darryl Zimbelman.

#### ARTICLE VIII

The initial Board of Directors of the Corporation shall consist of four (4) members who need not be shareholders of the corporation or residents of the State of Idaho.

The names and addresses of the persons who are to serve as directors of the corporation until the first annual meeting of the shareholders or until their successors shall be elected and shall qualify, are as follows:

Darryl Zimbelman and  
Karen Zimbelman

Rt 2 Box 575  
Blanchard, Id 83804

George E. Burnett and  
Fleta B. Burnett

PO Box 22  
Blanchard, Id 83804

## ARTICLE IX

The names and addresses of the incorporators of the corporation are as follows:

**George E. Burnett**      **PO Box 22**  
**Blanchard, Id 83804**

## ARTICLE X

No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other entity in which one or more of its directors or officers are directors or officers or in which they have an interest, shall be void or voidable for this reason, or solely because the directors or officers are present at or participate in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction.

## ARTICLE XI

In addition to the other powers now or hereafter conferred by the Board of Directors by these Articles of Incorporation, the Bylaws of the corporation, or by the laws of the State of Idaho, the Board of Directors may from time to time distribute to the shareholders in partial liquidation, out of the stated capital of the capital surplus of the corporation, a portion of the corporate assets, in cash or in kind; subject, however, to the limitations contained in the laws of the State of Idaho.

## ARTICLE XII

In addition to and in no way limiting the powers or authority now or hereafter conferred on the corporation by these Articles of Incorporation, the Bylaws of the corporation, or by the laws of the State of Idaho, the corporation shall possess and may exercise all the powers of indemnification of directors, officers, employees, agents and other persons and all powers and authority incidental thereto (including without limitation the power and authority to advance expenses and to purchase and maintain insurance with respect thereto), without regard to whether or not such powers and authority are provided for by the laws of the State of Idaho. The Board of Directors of the corporation is hereby authorized and empowered on behalf of the corporation and without shareholder action to exercise all of the corporation's authority and powers of indemnification.

### ARTICLE XIII

The corporation reserves the right to amend, alter, change or repeal any provision contained in, or to add any provision to its Articles of Incorporation from time to time, in any manner now or hereafter prescribed or permitted by the laws of the State of Idaho, and all rights and powers conferred upon directors and shareholders hereby are granted subject this reservation.

IN WITNESS THEREOF, we, the undersigned, being all of the incorporators designated in Article IX of the annexed and foregoing Articles of Incorporation, have executed said Articles of Incorporation as of the 24TH day of JUNE, 1993.

Darryl Zimbelman  
George E. Burnett

State Of Idaho      )  
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County of Bonner    ) SS

I, Jarvis L. Harvey, a Notary Public, hereby certify that Darryl Zimbelman and George Burnett, known to me to be the persons whose names are subscribed to the annexed and foregoing Articles of Incorporation, appeared before me this day in person and being by me first duly sworn, acknowledged and declared that they signed said Articles of Incorporation as their free and voluntary act and deed for the uses and purposes therein set forth and that the statements therein contained are true.

Witness my hand and notarial seal this 24<sup>th</sup> day of June, 1993.

My Commission expires:

11-29-97

Jarvis L. Harvey  
Notary Public