

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

QUANTUM CONSULTING, 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: April 11, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

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ARTICLES OF INCORPORATION  
OF  
QUANTUM CONSULTING, INC.

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The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is QUANTUM CONSULTING, INC.

ARTICLE TWO

The address of the registered office of the corporation in the State of Idaho is 101 South Sixth Street, Coeur d'Alene, Idaho 83816, and the name of its registered agent is R. Joseph Eisele of Eisele & Jackson.

ARTICLE THREE

The name and mailing address of the incorporator of the corporation is Timothy L. Stouse, 6680 N. Government Way #3, Suite 50, Coeur d'Alene, Idaho 83814.

ARTICLE FOUR

1. The purpose of the corporation is to engage in the business of any lawful act or activity for which corporations may be organized under the General Corporation Act of Idaho.
2. To form subsidiaries or participate in joint ventures.

ARTICLE FIVE

The period of duration of the corporation is perpetual.

ARTICLE SIX

This corporation is authorized to issue one (1) class of "Common Stock." The total number of shares of common stock which this corporation is authorized to issue is one million (1,000,000). The Common Stock shall have a par value of \$1.00 per share.

ARTICLE SEVEN

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A Director of this corporation shall not be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability for: 1) any breach of the Director's duty of loyalty to this corporation or its stockholders; 2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; 3) violation of Idaho Code Section 30-1-48; or 4) any transaction from which the Director derived any improper personal benefit. The foregoing sentence notwithstanding, if the Idaho Business Corporation Act hereafter is amended to authorize further limitations of the liability of a director of a corporation, then a Director of this corporation, in addition to the circumstances in which a director is not personally liable, as set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the Idaho Business Corporation Act as so amended. Any repeal or modification of the foregoing provisions of this Article Eight by the stockholders of this corporation shall not adversely affect any right or protection of a Director of this Corporation existing at the time of such repeal or modification.

## ARTICLE EIGHT

The property, business, and affairs of this corporation shall be managed by a Board of Directors of not less than one (1) nor more than five (5) Directors. The initial Board of Directors shall consist of one (1) Director and may be increased by or in the manner provided in the Bylaws. The Directors need not be shareholders and they need not be residents of the State of Idaho.

## ARTICLE NINE

The powers of the incorporator are to terminate upon the filing of these Articles of Incorporation, and the following individual is to serve as Director until the first annual meeting of shareholders or until Timothy L. Stouse's successors are elected and qualified:

Timothy L. Stouse  
6680 N. Government Way #3  
Suite 50  
Coeur d'Alene, ID 83814

## ARTICLE TEN

A simple majority of each class of the outstanding voting stock of this Corporation shall be required for the

approval or authorization of any 1) merger or consolidation of this Corporation with or into any other Corporation, or 2) sale, lease, or any other disposition of all or substantially all of the assets of this Corporation to or with any other corporation, person, or entity.

#### ARTICLE ELEVEN

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend, and rescind from time to time any or all of the Bylaws of the Corporation.

#### ARTICLE TWELVE

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, subject to the provisions of Article Eleven herein, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

#### ARTICLE THIRTEEN

The stock of the Corporation is subject to restriction on the alienation of stock, the terms and conditions of which are on file with the Secretary of the Corporation.

#### ARTICLE FOURTEEN

A simple majority of the directors elected shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

#### ARTICLE FIFTEEN

In the election of directors and for any other situation upon which a vote of shareholders is required or taken, the principle of cumulative voting shall not apply.

The undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the Idaho Business Corporation Act, does hereby make and file these Articles of Incorporation, and does hereby declare and certify that this is his act and deed and the facts herein stated are true.

IN WITNESS WHEREOF, these Articles of Incorporation are  
executed in duplicate on the 8<sup>th</sup> day of April, 1994.

Tim Stouse  
TIMOTHY L. STOUSE

STATE OF IDAHO       )  
                          ) ss.  
County of Kootenai )

On this 8 day of April, 1994, before me, the  
undersigned Notary Public in and for said state, personally  
appeared Timothy L. Stouse known or identified to me to be the  
person whose name is subscribed to the foregoing instrument, and  
acknowledged to me that he executed the same.

WITNESS my hand and official seal.

Tim Prince  
Notary Public for Idaho  
Residing at Coeur d'Alene  
My commission expires: 10/4/99