

FILED EFFECTIVE

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STATEMENT OF DOMESTICATION
From Idaho Corporation to Colorado Corporation
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of the Idaho Entity Transactions Act (the "Act"), the undersigned corporation, having approved and complied with the terms and conditions of the domestication in accordance with Idaho Code § 30-18-505 of the Act, does adopt this Statement of Domestication as follows.

1. The name and type of domesticating entity:

IXP, Inc.
Filing No. C132643
A corporation organized and existing under the laws of the State of Idaho.

2. The name and jurisdiction of organization of the domesticated entity:

IXP, Inc.
State of Colorado
Filing No. 20071525524

3. The Statement of Domestication was approved in accordance with Idaho Code § 30-18-505 (2008) by the shareholders as follows:
 - a. The number of shares entitled to vote: 10,000
 - b. The number voting for domestication: 10,000
 - c. The number voting against domestication: -0-

4. The domestication was approved in accordance with Colorado Revised Statutes, 7-90-201.7(3), *et seq.*

A copy of the file-stamped Statement of Conversion and Articles of Incorporation is attached together with a Certificate of Good Standing issued by the Colorado Secretary of State.

5. Upon Domestication, the resulting entity shall be a successor with respect to all of the assets, rights, interests, obligations, and liabilities of the converting entity.

A copy of the Bylaws for the Colorado corporation is attached.

IDAHO SECRETARY OF STATE
08/28/2008 05:00
CK: 67256 CT: 71189 BH: 1133489
1 @ 30.00 = 30.00 DOMESTICTN # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C132643

6. The shareholders of the converting entity unanimously approved the Domestication pursuant to Idaho Code § 30-18-503 (2008).

DATED: August 18, 2008

IXP, INC.

By



Carl France, Shareholder and Director

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Mike Coffman, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

IXP, Inc.

is a
Corporation

formed or registered on 11/15/2007 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20071525524 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 08/13/2008 that have been posted, and by documents delivered to this office electronically through 08/15/2008 @ 15:59:16 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 08/15/2008 @ 15:59:16 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 7159549 .



Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us> click Business Center and select "Frequently Asked Questions."



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 Date and Time: 08/15/2008 03:56 PM
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Statement of Conversion

filed pursuant to § 7-90-201.7 (3) of the Colorado Revised Statutes (C.R.S.)

1. For the converting entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID number	<u>20071525524</u> <small>(Colorado Secretary of State ID number)</small>		
Entity name or true name	<u>IXP, Inc.</u>		
Form of entity	<u>Foreign Corporation</u>		
Jurisdiction	<u>Idaho</u>		
<u>Street</u> address	<u>401 Kokopelli Boulevard, Suite 1</u> <small>(Street number and name)</small>		
	<u>Fruita</u> <small>(City)</small>	<u>CO</u> <small>(State)</small>	<u>81521</u> <small>(ZIP Postal Code)</small>
	<u></u> <small>(Province - if applicable)</small>	<u>United States</u> <small>(Country)</small>	
<u>Mailing</u> address <small>(leave blank if same as street address)</small>	<u></u> <small>(Street number and name or Post Office Box information)</small>		
	<u></u> <small>(City)</small>	<u></u> <small>(State)</small>	<u></u> <small>(ZIP Postal Code)</small>
	<u></u> <small>(Province - if applicable)</small>	<u>United States</u> <small>(Country)</small>	

2. The entity name of the resulting entity is IXP, Inc.
(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)
3. The converting entity has been converted into the resulting entity pursuant to section 7-90-201.7, C.R.S.
4. (If applicable, adopt the following statement by marking the box and include an attachment.)
 This document contains additional information as provided by law.
5. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)
 The delayed effective date and, if applicable, time of this document are _____

(mm/dd/yyyy hour:minute am/pm)

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This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

6. The true name and mailing address of the individual causing this document to be delivered for filing are

Cahill	Laurie	A.	
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
200 Grand Avenue, Suite 400			
<small>(Street number and name or Post Office Box information)</small>			
Post Office Box 40			
<small>(Street number and name or Post Office Box information)</small>			
Grand Junction	CO	81502	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP Postal Code)</small>	
United States			
<small>(Province - if applicable)</small>	<small>(Country)</small>		

(If applicable, adopt the following statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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 select Business Center.

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Incorporation for a Profit Corporation
 filed pursuant to § 7-102-101 and § 7-102-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the corporation is

IXP, Inc.

(The name of a corporation must contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "Ltd.". See §7-90-601, C.R.S. If the corporation is a professional or special purpose corporation, other law may apply.)

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the corporation's initial principal office is

Street address

401 Kokopelli Boulevard, Suite 1

(Street number and name)

Fruita

(City)

CO 81521

(State)

(ZIP/Postal Code)

United States

(Country)

(Province - if applicable)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

(State)

(ZIP/Postal Code)

United States

(Country)

(Province - if applicable)

3. The registered agent name and registered agent address of the corporation's initial registered agent are

Name
 (if an individual)

France

(Last)

Carl

(First)

(Middle)

(Suffix)

OR

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Street address

401 Kokopelli Boulevard, Suite 1

(Street number and name)

Fruita

(City)

CO

(State)

81521

(ZIP/Postal Code)

Mailing address
(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) CO _____
(State) (ZIP/Postal Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name
(if an individual) Cahill Laurie A.
(Last) (First) (Middle) (Suffix)
OR

(if an entity)
(Caution: Do not provide both an individual and an entity name.)

Mailing address 200 Grand Avenue, Suite 400
(Street number and name or Post Office Box information)
Post Office Box 40
Grand Junction CO 81502
(City) (State) (ZIP/Postal Code)
United States
(Province - if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. The classes of shares and number of shares of each class that the corporation is authorized to issue are as follows.

(If the following statement applies, adopt the statement by marking the box and enter the number of shares.)

The corporation is authorized to issue 10,000 common shares that shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

Additional information regarding shares as required by section 7-106-101, C.R.S., is included in an attachment.

(Caution: At least one box must be marked. Both boxes may be marked, if applicable.)

6. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

7. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)
The delayed effective date and, if applicable, time of this document is/are _____

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8. The true name and mailing address of the individual causing the document to be delivered for filing are

Cahill	Laurie	A.	
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
200 Grand Avenue, Suite 400			
<small>(Street number and name or Post Office Box information)</small>			
Post Office Box 40			
<small>(Street number and name or Post Office Box information)</small>			
Grand Junction	CO	81502	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
	United States		
<small>(Province - if applicable)</small>	<small>(Country)</small>		

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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Click the following links to view attachments

Attachment 1
Attachment To Articles of Incorporation

IXP, Inc.

The following additional provisions are included in the Articles of Incorporation.

A. Each shareholder of record shall have one (1) vote for each share of stock standing in such shareholder's name on the books of the corporation and entitled to vote. Cumulative voting shall not be permitted in the election of directors.

B. At all meetings of shareholders, fifty-one percent (51%) of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum.

C. No shareholder of the corporation shall have any preemptive or other right to purchase, subscribe for or otherwise acquire any new or additional shares of stock of the corporation of any class, or for rights, warrants or options to purchase, subscribe for or otherwise acquire shares of stock for scrip, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

D. The corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a Board of Directors.

E. The liability of a director to the corporation or to its shareholders shall be eliminated to the fullest extent permitted by the laws of the State of Colorado.

BYLAWS
OF
IXP, INC.

ARTICLE I
OFFICES

1.1. The principal office of the corporation shall be 401 Kokopelli Boulevard, Suite 1, Fruita, located in Mesa County, State of Colorado. The corporation may have such other offices, either within or outside the State of Colorado, as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE II
SHAREHOLDERS

2.1. Annual Meeting. The annual meeting of the shareholders shall be held at such time on such day as shall be fixed by the Board of Directors, commencing in 2009, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Colorado, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

2.2. Special Meetings. Special meetings of the shareholders for any purpose, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors and shall be called by the President at the request of the holders of not less than one-tenth (1/10th) of all the outstanding shares of the corporation entitled to vote at the meeting.

2.3. Place of Meeting. The Board of Directors may designate any place, either within or outside of Colorado, as the place for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or outside of Colorado, as the place for such meeting. If no designation is made, or if a special meeting shall be called otherwise than by the Board of Directors, the place of meeting shall be the registered office of the corporation in Colorado.

2.4. Notice of Meeting. Written or printed notice, stating the place, day and hour of the meeting and, in case of a special meeting, the purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer

or persons calling the meeting, to each shareholder of record entitled to vote at such meeting, except that if the authorized capital stock is to be increased, at least thirty (30) days' notice shall be given. Notice to shareholders of record, if mailed, shall be deemed given as to any shareholder of record, five (5) days after deposit in the United States mail, addressed to the shareholder at the shareholder's address as it appears on the stock transfer books of the corporation, with postage thereon prepaid, but if three (3) successive letters mailed to the last-known address of any shareholder of record are returned as undeliverable, no further notices to such shareholder shall be necessary, until another address for such shareholder is made known to the corporation. If requested by the person or persons lawfully calling such meeting, the Secretary shall give notice thereof at corporate expense.

2.5. Meeting of All Shareholders. If all of the shareholders shall meet at any time and place, either within or outside of the State of Colorado, and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

2.6. Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than seventy (70) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

2.7. Voting Lists. The officer or agent having charge of the stock transfer books for shares of the corporation shall make, at least two (2) days after the meeting for which the list was prepared or ten (10) days before each meeting of shareholders, whichever is earlier, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list shall be kept on file at the principal office of the corporation, whether within or outside of Colorado, and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection and copying by any shareholder during the whole time of the meeting. The original

stock transfer books shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders.

2.8. Quorum. Fifty-one percent (51%) of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than fifty-one percent (51%) of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

2.9. Manner of Acting. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number, or voting by classes, is required by law or the Articles of Incorporation.

2.10. Proxies. At all meetings of shareholders a shareholder may vote by proxy executed in writing by the shareholder or by the shareholder's duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

2.11. Voting of Shares. Each outstanding share, regardless of class, shall be entitled to one (1) vote, and each fractional share shall be entitled to a corresponding fractional vote on each matter submitted to a vote at meeting of shareholders, except to the extent that the voting rights of the shares of any class or classes are limited or denied by the Articles of Incorporation as permitted by the Colorado Business Corporation Act. In the election of directors, each record holder of stock entitled to vote at such election shall have the right to vote the number of shares owned by him/her for as many persons as there are directors to be elected, and for whose election he/she has the right to vote. Cumulative voting shall not be allowed.

2.12. Action by Shareholders Without a Meeting. Any action required to be taken at a meeting of the shareholders, or any action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the shareholders entitled to vote with respect to the subject matter thereof. Such consent has the same force and effect as a unanimous vote of the shareholders, and may be stated as such in any articles or document filed with the Secretary of State of Colorado under the Colorado Business Corporation Act.

ARTICLE III
BOARD OF DIRECTORS

3.1 **General Powers.** The business and affairs of the corporation shall be managed by its Board of Directors, except as otherwise provided in the Colorado Business Corporation Act or the Articles of Incorporation.

3.2 **Number, Tenure and Qualifications.** The number of directors of the corporation shall be fixed from time to time by resolution of the Board of Directors, but in no instance shall there be less than one director or that number otherwise required by law. Directors shall be elected at each annual meeting of shareholders. Each director shall hold office until the next annual meeting of shareholders and thereafter until such director's successor shall have been elected and qualified. Directors need not be residents of Colorado or shareholders of the corporation. Directors shall be removable in the manner provided by the statutes of Colorado.

3.3 **Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the shareholders called for that purpose.

3.4 **Regular Meetings.** A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after and at the same place as the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place, either within or outside of Colorado, for the holding of additional regular meetings without other notice than such resolution.

3.5 **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any director. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or outside of Colorado, as the place for holding any special meeting of the Board of Directors called by them.

3.6 **Notice.** Notice of any special meeting shall be given at least seven (7) days previously thereto by written notice mailed to each director at the director's business address, or by notice given at least two (2) days previously delivered personally or by facsimile. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid thereon. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any

business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.7 Quorum. A majority of the number of directors fixed by Paragraph 3.2 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

3.8 Manner of Acting. 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.

3.9 Compensation. By resolution of the Board of Directors, any director may be paid any one or more of the following: his/her expenses, if any, of attendance at meetings; a fixed sum for attendance at each meeting; or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

3.10 Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.11 Committees. By resolution adopted by a majority of the Board of Directors, the directors may designate two (2) or more directors to constitute a committee, any of which shall have authority in the management of the corporation as the Board of Directors shall designate and as shall be prescribed by the Colorado Business Corporation Act. No such delegation of authority shall operate to relieve the Board of Directors or any member of the Board of Directors from any responsibility imposed by law.

3.12 Action by Directors Without a Meeting. Any action required to be taken at a meeting of the directors, or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent has the same force and effect as a unanimous vote of the directors, and may be stated as such in any articles or documents filed with the Secretary of State of Colorado under the Colorado Business Corporation Act.

3.13 Participation by Electronic Means. Any member of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

3.14 Resignation. Any director of the corporation may resign at any time by giving written notice to the President or the Secretary of the corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. When one or more directors shall resign from the Board of Directors, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

ARTICLE IV OFFICERS AND AGENTS

4.1 General. The officers of the corporation shall be a President and such other officers, including a Secretary and a Treasurer, as may be appointed by the Board of Directors or by the President of the corporation. The Board of Directors may appoint such other officers, assistant officers, committees and agents, including a Chairman of the Board, Vice-Presidents, Assistant Secretaries and Assistant Treasurers, as it may consider necessary, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board of Directors. The salaries of all the officers of the corporation shall be fixed by the Board of Directors. One person may hold any number of offices simultaneously. In all cases where the duties of any officer, agent or employee are not prescribed by these Bylaws or by the Board of Directors, such officer, agent or employee shall follow the orders and instructions of the President.

4.2 Appointment and Term of Office. The officers of the corporation shall be appointed by the Board of Directors annually at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the appointment of officers shall not be held at such meeting, such appointment shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first of the following to occur: Until his/her successor shall have been duly appointed and shall have qualified; or until his/her death; or until he/she shall resign; or until he/she shall have been removed in the manner hereinafter provided.

4.3 **Removal.** Any officer or agent may be removed by the Board of Directors or by the executive committee whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

4.4 **Vacancies.** A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

4.5 **President.** The President shall, subject to the direction and supervision of the Board of Directors, be the chief executive officer of the corporation and shall have general and active control of its affairs and business and general supervision of its officers, agents and employees. The President shall, unless otherwise directed by the Board of Directors, attend in person or by substitute appointed by the President or shall execute on behalf of the corporation written instruments appointing a proxy or proxies to represent the corporation, at all meetings of the stockholders of any other corporation in which the corporation shall hold any stock. The President may, on behalf of the corporation, in person or by substitute or by proxy, execute written waivers of notice and consents with respect to any such meetings. At all such meetings and otherwise, the President, in person or by substitute or proxy as aforesaid, may vote the stock so held by the corporation and may execute written consents and other instruments with respect to such stock and may exercise any and all rights and powers incident to the ownership of said stock, subject, however, to the instructions, if any, of the Board of Directors. The President shall have custody of the Treasurer's bond, if any. The President shall perform the duties of all the other officers if those officer positions are not filled or if such officer cannot act.

4.6 **Vice-Presidents.** The Vice-Presidents, if any, shall assist the President and shall perform such duties as may be assigned to them by the President or by the Board of Directors. In the absence of the President, the Vice-President, designated by the Board of Directors or (if there be no such designation) designated in writing by the President, shall have the powers and perform the duties of the President. If no such designation shall be made, all Vice-Presidents may exercise such powers and perform such duties.

4.7 **Secretary.** The Secretary, if any, shall: (a) keep the minutes of the proceedings of the shareholders, executive committee and the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and affix the seal to all documents when authorized by the Board of Directors; (d) keep at its registered office or principal place of business within or outside of Colorado a record containing the names and addresses of all shareholders and the number and class of shares held by each, unless such a record shall be kept at the office of the corporation's transfer agent or registrar; (e) sign with the

President or a Vice-President certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the corporation, unless the corporation has a transfer agent; and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors. Assistant Secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

4.8 Treasurer. The Treasurer, if any, shall be the principal financial officer of the corporation and shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of the corporation and shall deposit the same in accordance with the instructions of the Board of Directors. The Treasurer shall receive and give receipts and acquittances for moneys paid in on account of the corporation and shall pay out of the funds on hand all bills, payrolls and other just debts of the corporation and of whatever nature upon maturity. The Treasurer shall perform all other duties incident to the office of the Treasurer and, upon request of the Board of Directors, shall make such reports to it as may be required at any time. The Treasurer shall, if required by the Board of Directors, give the corporation a bond in such sums and with such sureties as shall be satisfactory to the Board of Directors, conditioned upon the faithful performance of the Treasurer's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the corporation. The Treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors or the President. Assistant Treasurers, if any, shall have the same powers and duties, subject to supervision by the Treasurer.

The Treasurer shall also be the principal accounting officer of the corporation. The Treasurer shall prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the corporation and the results of its operations.

4.9 Indemnification.

4.9.a The corporation shall indemnify and advance expenses to a director or officer of the corporation in connection with a proceeding to the fullest extent permitted by the Colorado Business Corporation Act.

4.9.b With respect to an employee or agent, other than a director or officer of the corporation, the corporation may, as determined by the Board of Directors, indemnify

and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by the Colorado Business Corporation Act.

ARTICLE V STOCK

5.1 Regulation. The Board of Directors may make such rules and regulations as it may deem appropriate concerning the issuance, transfer and registration of certificates for shares of the corporation, including the appointment of transfer agents and registrars.

5.2 Certificates for Shares. If the corporation chooses to have paper stock certificates, the shares of stock may be represented by consecutively numbered certificates signed in the name of the corporation by the President or a Vice-President and a Secretary or an Assistant Secretary, and may be sealed with the seal of the corporation, if any, or with a facsimile thereof. The signatures of the corporation's officers on such certificate may also be facsimiles if the certificate is countersigned by a transfer agent, or registered by a registrar, other than the corporation itself or an employee of the corporation. In case any officer who has signed, or whose facsimile signature has been placed upon, such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he/she were such officer at the date of its issue. Certificates of stock shall be in such form consistent with the law as shall be prescribed by the Board of Directors. No certificate shall be issued until the shares represented thereby are fully paid.

5.3 Consideration for Shares. Shares shall be issued for such consideration, expressed in dollars as shall be fixed from time to time by the Board of Directors. Treasury shares shall be disposed of for such consideration expressed in dollars as may be fixed from time to time by the Board of Directors. Such consideration may consist, in whole or in part, of money, other property, tangible or intangible, or in labor or services actually performed for the corporation, but neither promissory notes nor future services to be performed by the purchaser shall constitute payment or part payment for shares.

5.4 Lost Certificates. In case of the alleged loss, destruction or mutilation of a certificate of stock, the Board of Directors may direct the issuance of a new certificate in lieu thereof upon such terms and conditions in conformity with law as it may prescribe. The Board of Directors may in its discretion require a bond in such form and amount and with such surety as it may determine before issuing a new certificate.

5.5 Transfer of Shares. Upon surrender to the corporation or to a transfer agent of the corporation of a certificate of stock duly endorsed or accompanied by proper evidence of

succession, assignment or authority to transfer, and such documentary stamps as may be required by law, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate. Every such transfer of stock shall be entered on the stock book of the corporation which shall be kept at its principal office, or by its registrar duly appointed. The corporation shall be entitled to treat the holder of record of any share of stock as the holder in fact thereof, and accordingly shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not it shall have express or other notice thereof, except as may be required by the laws of Colorado.

5.6 Transfer Agents, Registrars and Paying Agents. The Board of Directors may at its discretion appoint one or more transfer agents, registrars and agents for making payment upon any class of stock, bond, debenture or other security of the corporation. Such agents and registrars may be located either within or outside of Colorado. They shall have such rights and duties and shall be entitled to such compensation as may be agreed. The Board of Directors may make such rules and regulations as it may deem appropriate concerning the issuance, transfer and registration of certificates for shares of the corporation.

ARTICLE VI CONTRACTS, LOANS, CHECKS AND DEPOSITS

6.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

6.2 Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

6.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

6.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII
MISCELLANEOUS

7.1 Waivers of Notice. Whenever notice is required by law, by the Certificate of Incorporation or by these Bylaws, a waiver thereof in writing signed by the director, shareholder or other person entitled to said notice, whether before, at or after the time stated therein, or his/her appearance at such meeting in person or (in the case of a shareholders' meeting) by proxy, shall be equivalent to such notice.

7.2 Seal. The corporate seal of the corporation, if any, may be circular in form and shall contain the name of the corporation and the words "SEAL, COLORADO."

7.3 Fiscal Year. The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December.

7.4 Amendments. The Board of Directors or the shareholders shall have the power to alter, amend, or repeal these Bylaws of the corporation or adopt new bylaws at any regular meeting of the Board or at any special meeting called for that purpose.

CERTIFICATE

I certify that the foregoing Bylaws of **IXP, Inc.** are the Bylaws that were adopted by a Unanimous Consent in Lieu of Organizational Meeting of Board of Directors effective August 15, 2008.



Carl France, Secretary