

ARTICLES OF INCORPORATION
OF
Systems, Inc.

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SECRETARY OF STATE
STATE OF IDAHO

BY AGREEMENT, the undersigned natural persons over the age of eighteen (18) years, in accordance with the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation to the Secretary of State.

SECTION I. NAME

The name of this Corporation is **Systems, Inc.**, and the address of the principal office is **1524 South Island Glen Way, Eagle, ID 83616.**

SECTION II. AUTHORIZED SHARES

The aggregate number of shares of common stock which the Corporation shall have authority to is ten thousand (10,000) having no par value. Each share shall participate equally in the earned surplus and dividends of the Corporation as well as share equally in the distribution of the assets of the Corporation upon dissolution and termination. There shall be one (1) class of common stock.

SECTION III. REGISTERED OFFICE AND AGENT

The name of this Corporation's original Registered Agent is **Deven Davis** and the address of the Registered Office is **1524 South Island Glen Way, Eagle, ID 83616.**

SECTION IV. INCORPORATORS

The names and address of the Incorporators of the corporation are as follows:

NAME	ADDRESS
Spencer Hunn	PO Box 95276 South Jordan, UT 84095

SECTION V. PURPOSE

This Corporation is organized to do all things reasonable and proper in the operation, acquisition, management and sale of assets and investments and to deal generally therein.

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5.1 This Corporation shall have all rights and powers normally ascribed to and incidental to said basic purpose and to business operation in general including, but not limited to raising capital and operating monies; entering into, performing and carrying out contracts; entering into joint ventures or limited or general partnerships, and to act as a general partner in one or more limited partnerships; selling, renting or exchanging such real property, equipment and other facilities as are needed by the Corporation; and to undertake all business transactions, functions and services ordinary and necessary to the business as set forth above, or any other lawful business authorized under the laws of this State

5.2 The Corporation may engage in any other lawful activities providing that its Bylaws and/or records reflect proper action permitting such activity.

SECTION VI. DURATION

The duration of the Corporation shall be perpetual, or until terminated under the terms of this Agreement or by law.

SECTION VII. DIRECTORS AND CUMULATIVE VOTING

The number of Directors constituting the initial Board of Directors of this Corporation is one (1), and the name and address of the person who is to serve as the Director until the first annual meeting of Shareholders or until successors are elected and shall qualify, is:

NAME	ADDRESS
Spencer Hunn	PO Box 95276 South Jordan, UT 84095

SECTION VIII. CUMULATIVE VOTING

The right to cumulate votes in the election of directors shall not exist with respect to shares of stock of this corporation.

SECTION IX. REGULATION OF INTERNAL AFFAIRS

The affairs of the Corporation shall be conducted as follows:

9.1 The majority of the Directors may adopt Bylaws for the Corporation which are consistent with these Articles and the laws of the State of Utah and may amend, restate and repeal from time to time any Bylaw as provided hereafter.

9.2 No contract, lease or other transaction between the Corporation and any other corporation, and no other act of the Corporation with relation to any other corporation shall, in the absence of fraud, in any way be invalidated or otherwise affected by the fact that any one or more of the Directors of the Corporation is pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any Director of the Corporation may upon any contract or other transaction between the Corporation and any subsidiary or affiliated Corporation. Any Director of the Corporation, individually, or any firm or association of which any Director may be a member may be a party to, or may be pecuniarily or otherwise interested in, any contract, lease or other transaction with the Corporation, shall disclose, or shall have been known, to the Board of Directors or by a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action such Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorized any such contract, lease or other transaction and may vote thereat to authorize any such contract or transaction.

SECTION X. SPECIAL REQUIREMENTS FOR DIRECTOR ACTION

Except with the affirmative vote of not less than fifty-one percent (51%) of the total number of Directors constituting the entire Board, the Board of Directors, or any committee thereof, shall not have the power, or take any action the result of which would be to:

- 10.1 Adopt, amend repeal or alter in any way the Articles of Incorporation or Bylaws of the Corporation;
- 10.2 Merge or consolidate or agree to merge or consolidate the Corporation with or into any other corporation or corporations;
- 10.3 Liquidate, reorganize or recapitalize the Corporation or adopt any plan to do so;
- 10.4 Issue or sell any shares of capital stock of the Corporation, or any options or rights to purchase any shares of capital stock of the Corporation, whether or not such shares have been previously issued; and
- 10.5 Declare or pay any dividends on, or make any other distributions upon or in respect of, or purchase, retire or retain any shares of the capital stock of the Corporation, or set aside any funds for such purposes.

SECTION XI. SHAREHOLDER VOTE REQUIREMENT

The affirmative vote of holder of fifty-one percent (51%) of the outstanding shares entitled to vote shall be necessary for the following corporate action:

- 11.1 Amendment to the Articles of Incorporation or Bylaws of the Corporation;
- 11.2 Merger, reorganization or consolidation of the Corporation;
- 11.3 Reduction or increase of the stated capital of the Corporation;
- 11.4 Reduction or increase in the number of authorized shares of the Corporation;
- 11.5 Sale, lease or exchange of the major portion of the property or assets of the Corporation; or
- 11.6 Dissolution or liquidation of the Corporation.

SECTION XII. PRE-EMPTIVE RIGHTS

The authorized and treasury stock of this Corporation may be issued at such time, upon such terms and conditions, and for such consideration as the Board of Directors shall determine.

Shareholders shall have pre-emptive rights to acquire unissued shares of this Corporation in the manner and subject to the limitations prescribed by this Article, and not otherwise. Before the Board of Directors shall issue any unissued shares of the Corporation, authorized in these Articles or by later amendment, it shall notify each Shareholder of the proposed issuance of the terms and conditions under which the shares are proposed to be issued. For a period of thirty (30) days after the giving of such notice, any Shareholder shall have rights, on the same terms and conditions as is stated in the notice, to acquire such portion of the shares proposed to be issued as the shares held by such Shareholder bears to the total shares issued and outstanding at the time such notice is given, such right to be exercised by giving notice of his election to acquire such shares within such thirty (30) day period, the shares may be issued to others, but only on terms and conditions no more favorable than the terms and conditions stated in the notice to the Shareholders. Except as provided for above, no other pre-emptive rights shall vest in any Shareholder.

SECTION XIII. LIMITATION OF LIABILITY AND INDEMNIFICATION

Directors of the Corporation shall have no personal liability whatsoever the Corporation or its Shareholders for monetary damages for breach of fiduciary duty, except liability:

- 13.1 For any breach of the Director's duty of loyalty to the Corporation or its Shareholders;
- 13.2 For acts or omissions by the Director not in good faith or which involve intentional misconduct or knowing violation of the law; or

13.3 For any transaction from which the Director derived an improper personal benefit.

The Corporation shall have the power to indemnify, to the maximum extent permitted by law, be express provision in its Bylaws, by agreement or by majority vote of either its Shareholders or disinterested Directors, present or former Shareholders, Directors and/or Officers, agents, and/or employees of the Corporation.

SECTION XIV. NONASSESSIBILITY

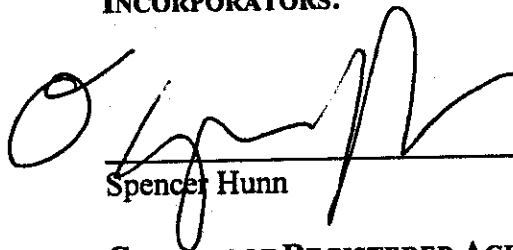
Shares of the Corporation shall not be subject to assessment for payment of debts of the Corporation.

SECTION XV. RIGHT TO AMEND

The Corporation reserves the right to amend, alter, change or repeal any provision of these Articles, in the manner now or hereafter prescribed by law, and by these Articles; and all rights and powers conferred herein on Shareholders and Directors are subject to this reserved power.

IN WITNESS WHEREOF, the Parties have hereunto executed this Agreement this 11th day of Dec, 2006.

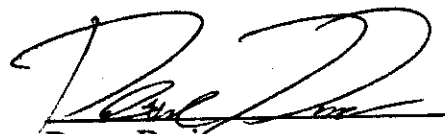
INCORPORATORS:



Spencer Hunn

CONSENT OF REGISTERED AGENT:

The undersigned hereby accepts appointment as Registered Agent for the above named Company.



Deven Davis