

Articles of Incorporation  
Of  
**Alidade, Inc.**

**FILED/EFFECTIVE**

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STATE OF IDAHO

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for the Corporation.

**Article 1. Name**

The name of the Corporation is **Alidade, Inc.**

**Article II. Period of Duration**

The period of duration of the corporation is perpetual.

**Article III. Purposes and Powers**

**Section 1.** The purpose for which the Corporation is organized is: the transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

**Section 2.** The Corporation shall have and may exercise all powers necessary or convenient to effect its purposes, including but not limited to the statutory powers specified in the appropriate sections of the Idaho Code, as amended, and as supplemented.

**Article IV. Authorized Shares**

**Section 1. Number.** The aggregate number of shares of common stock which the Corporation shall have the authority to issue is **1000.** The stock shall have no par value.

**Section 2. Dividends.** The holders of the common stock shall be entitled to receive,

Section 3. Stock Non assessable. The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

Section 4. Voting Power. The entire voting power for the election of the Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them record.

#### Article V. Preemptive Rights

Shareholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

#### Article VI. Registered Office

The address of the initial registered office of the Corporation is **c/o Neils Tidwell, 5400 E. Orchard Ave, Nampa, ID 83687** and the name of its initial registered Agent is **Neils Tidwell.**

#### Article VII. Board of Directors

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors shall be 2. The name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

**Neils Tidwell**

**5400 E. Orchard Ave, Nampa, ID 83686**

• Article VIII. Incorporator

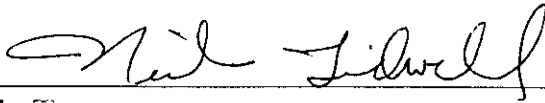
The Name(s) of the incorporator(s) is (are) as follows:

**Neils Tidwell**    **5400 E. Orchard Avenue, Nampa, ID 83687**

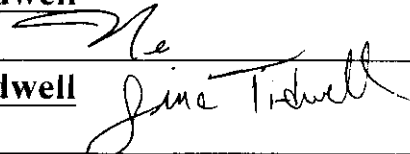
**Gina Tidwell**    **5400 E. Orchard Avenue, Nampa, ID 83687**

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Dated this 12/20/2000

  
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**Neils Tidwell**

  
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**Gina Tidwell**

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