ARTICLES OF INCORPORATION
OF
TYMESOFT, INC.
AN IDAHO CORPORATION

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The undersigned natural persons of the age of eighteen years or older, acting as incorporators of TYMESOFT, INC., under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, adopt the following articles of incorporation:

ARTICLE I – NAME

The name of this Corporation is "TYMESOFT, INC."

ARTICLE II – DURATION

This Corporation shall have perpetual existence.

ARTICLE III – PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE IV – CAPITALIZATION

4.1 SHARES. The aggregate number of shares this Corporation shall have the authority to issue shall be:

(a) Ten Thousand (10,000) shares of non-assessable voting common stock having no par value; and

(b) Ninety Thousand (90,000) shares of non-assessable nonvoting common stock having no par value.

1. Each share of voting common stock and each share of nonvoting common stock shall be identical in interest. Neither voting nor nonvoting shares shall have any preferential or superior rights; *provided, however,* that a voting share shall entitle the holder thereof to vote in accordance with the provisions of the Idaho Code. The voting and nonvoting shares shall constitute one class of shares as defined in §§ 1361(b)(1)(D) and 2701(a)(2)(B) of the Internal Revenue Code.

2. Notwithstanding the above, each holder of nonvoting common stock shall nonetheless have one vote per share standing in the name of such holder on the relevant record date (and a fractional vote for any fractional share) concerning any amendment to articles of incorporation if the amendment would have any of the effects or cause any of the changes described by Idaho Code § 30-1-1009 or otherwise effect a reduction of or limitation upon any other preference or right accorded to the holder of such stock as such.

4.2. DIVIDENDS. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the act, dividends or distributions payable either in cash, or in shares of the capital stock of the Corporation.

4.3. STOCK NONASSESSABLE. The private property of the shareholders of the Corporation shall not be subject to the payment of the 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.

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

ARTICLE V – PREEMPTIVE RIGHTS

This Corporation elects to have preemptive rights.

ARTICLE VI – CUMULATIVE VOTING

In all elections for Directors, shareholders shall be permitted to cumulate their votes. In such elections, shareholders shall have a number of votes equal to the number of shares of stock registered in the shareholder's name on the books of the corporation, multiplied by the number of Directors to be elected.

ARTICLE VII – INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Corporation, and the address of the Corporation's initial registered office, are as follows:

Douglas A. Thompson
8548 Hwy 20-26
Nampa, ID 83687

ARTICLE VIII – DIRECTORS

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be two (2). Directors do not need to be shareholders of the Corporation.

The initial board of directors of the Corporation shall consist of two (2) directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are as follows:

NAME	ADDRESS
Douglas A. Thompson	8548 Hwy 20-26 Nampa, ID 83687
Victor E. Thompson	7367 Bridgeport Drive Nampa, ID 83687

ARTICLE IX – INCORPORATORS

The name and address of the incorporator are as follows:

NAME	ADDRESS
Douglas A. Thompson	8548 Hwy 20-26 Nampa, ID 83687

ARTICLE X – ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS

The directors of this Corporation are not liable to the corporation or to its shareholders for monetary damages for any action taken, or failure to take any action, as a director, except liability for the following:

(1) The amount of a financial benefit received by a director to which he or she is not entitled;

(2) An intentional infliction of harm on the corporation or the shareholders;

(3) A violation of Idaho Code § 30-1-833; or

(4) An intentional violation of criminal law.

ARTICLE XI – INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify and hold harmless each director for liability, as defined in Idaho Code § 30-1-850(5), to any person for any action taken, or any failure to take any action, as a director, except for:

(1) Receipt of a financial benefit to which he or she is not entitled;

(2) An intentional infliction of harm on the corporation or the shareholders;

(3) A violation of Idaho Code § 30-1-833; or

(4) An intentional violation of criminal law.

ARTICLE XII – LIMITED LIABILITY FOR SHAREHOLDERS

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatsoever.

DATED effective the 1st day of January, 2001.

INCORPORATOR:

DOUG A. THOMPSON