

CERTIFICATE OF INCORPORATION  
OF

**APPLIEDEAS, INC.**

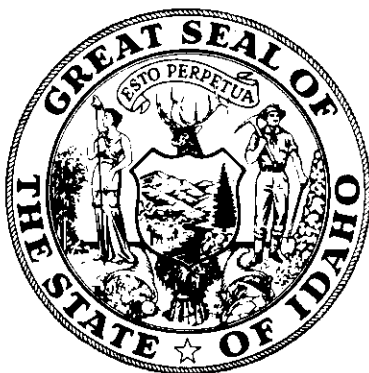
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**APPLIEDEAS, INC.**

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: **September 14, 1984**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

*Larry J. Clark*

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ARTICLES OF INCORPORATION

**APPLIEDEAS, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of this corporation shall be APPLIEDEAS, INC.

ARTICLE II.

Period of Duration

The period of its duration shall be perpetual.

ARTICLE III.

Corporate Purposes

The purpose or purposes for which the corporation is organized are:

1. To own, operate and engage in the business of organizing, managing and administering business enterprises and investment activities; and to own and to do all things incidental, necessary and/or suitable thereto; and/or,

2. To engage in any enterprise and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

## ARTICLE IV.

### Capital Stock

1. The aggregate number of shares which the corporation shall have authority to issue is THREE HUNDRED THOUSAND (300,000) shares, divided into common and preferred stock, as follows:

(A) Common Stock: TWO HUNDRED THOUSAND (200,000) shares of the par value of ONE AND 00/100 DOLLAR (\$1.00) each. The common stock shall be distinguished from the preferred stock in that it shall have the following preferences, limitations and relative rights:

1. It shall have all voting rights, privileges and powers in the corporation.

2. It shall be entitled to receive the net earnings and future increases of the corporation remaining after the payment of all cumulative dividends provided to be paid on preferred stock.

3. It shall be subject to all of the prior rights of the preferred stock hereinafter set out.

(B) Preferred Stock: ONE HUNDRED THOUSAND (100,000) shares of the par value of ONE AND 00/100 DOLLAR (\$1.00) each. The preferred stock shall be distinguished from the common stock in that it shall have the following preferences, limitations and relative rights:

1. It shall have preference and priority to receive, and the Corporation is bound to pay out of its surplus or net earnings before any dividends are paid on the common stock, cumulative dividends at the rate determined by the corporation, at issuance, on the face value thereof, accumulated from and after issuance, and payable annually at the close of the fiscal year of the corporation, for so long as the preferred stock is outstanding.

2. Upon dissolution of the corporation, and after payment of all the debts of the corporation, it shall have preference and priority over the common stock to have assets first applied to payment of the preferred stock at par and to payment of any unpaid accumulations on preferred stock before any assets are applied on payments to the holders of common stock.

3. It shall be redeemable in whole or in part, from time to time by the corporation at its option, and in such a manner as it shall determine, at par value plus the accumulative dividends.

4. It shall have no voting privileges or powers.

5. It shall have no right to participate proportionately in future increases of capital stock of this corporation.

2. The shares of stock shall not be issued until payment in full has been received therefor, and such stock shall be nonassessable stock, and the shareholders shall have no liability for corporate obligations.

3. From time to time, the preferred stock and the common stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors, and as may be permitted by law.

#### ARTICLE V.

##### Pre-emptive Rights

No holder of any shares of the corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### ARTICLE VI.

##### Regulations of Internal Affairs

Provisions for the regulation of the internal affairs of the corporation are:

1. Benefits: The corporation may enter into any kind of contract or agreement, co-operative pension or profit-sharing plan, death benefit or salary continuation plan upon disablement, with its officers or employees that the corporation may deem advantageous or expedient, or otherwise to reward or pay persons for their services as the Board of Directors may deem fit.

2. Amendment: Amendment of these Articles shall be accomplished only as now or hereafter prescribed by law relating to Amendment of Articles of Incorporation.

#### ARTICLE VII.

##### Registered Office and Agent

The address of the initial registered office of the Corporation shall be 5848 Kootenai Lane, Boise, Idaho 83705, and the name of its initial registered agent at such address shall be Richard A. Howard.

#### ARTICLE VIII.

##### Directors

1. The business of the Corporation shall be managed by its Board of Directors; which Board of Directors shall be governed by such By-Laws as the Corporation may hereafter from time to time adopt.

2. The number of directors constituting the entire Board shall not be less than three (3); and subject to such minimum may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. The number of directors constituting the initial Board of Directors of

the Corporation, and until so amended via the By-Laws, shall be four (4); and 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 shall qualify are:

WILLIAM ALLEN, III	2283 Cornhusk Ct. Boise, Idaho 83706
MATTHEW HALE	3529 Muleskinner Dr. Boise, Idaho 83706
RICHARD A. HOWARD	5848 Kootenai Lane Boise, Idaho 83705
RICHARD L. SPARKS, JR.	1155 East 500 South#12 Salt Lake City, Utah 84102

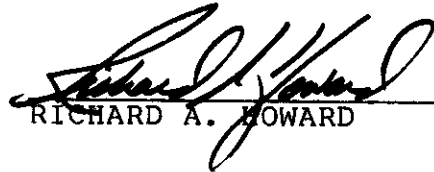
ARTICLE IX.

Incorporator

The name and address of the incorporator is:

RICHARD A. HOWARD                      5848 Kootenai Lane  
Boise, Idaho 83705

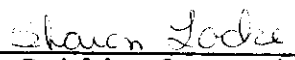
IN WITNESS WHEREOF, I have hereunto set my hand this  
12th day of September, 1984.

  
RICHARD A. HOWARD

STATE OF IDAHO                      )  
  :     ss:  
County of Payette                    )

On this 12th day of Sept., 1984, before me,  
the undersigned, a Notary Public for said State, personally  
appeared RICHARD A. HOWARD, known to me to be the person whose  
name is subscribed to the foregoing instrument and acknowledged  
to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal the day and year first above written.

  
Notary Public for said State  
Residing at: 4 Fruitland