

FILED/EFFECTIVE

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Articles of Incorporation
OF

IDAHO SECRETARY OF STATE
01/10/2002 05:00
CK: 786 CT: 155550 BH: 439152
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A Better Bottom Line, Inc.

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ARTICLES:

FIRST: the name of the corporation is: A Better Bottom Line, Inc.

SECOND: its resident agent in the State of Idaho is Edward P. McEneaney, located at PMB 243, 5120 W. Overland Road, Boise, Idaho, 83705. This corporation may maintain any office or offices in or outside of the State of Idaho, as designated by the Board of Directors or the by-laws of said corporation. This corporation may conduct all corporation business, including the holding of all meetings of Directors and Stockholders, outside of the State of Idaho, as well as within the State of Idaho.

THIRD: the objects for which this corporation is formed are:

To engage in any lawful activity, including, but not limited to the following:

- A. Corporation shall have and may exercise all rights, privileges, and powers as may be conferred upon corporations by any existing law.
- B. Shall have power to sue and be sued in any court of law or equity.
- C. Shall have power to make contracts.
- D. Shall have power to hold, purchase, and convey real property and personal property. It has the right to mortgage or lease any such real and personal property.
- E. Shall have power to appoint officers and agents as need be, and to provide them with suitable compensation.
- F. Shall have power to make by-laws consistent with the constitution or laws of the United States, or of the State of Idaho, for the management, regulation, and governance of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its stockholders.
- G. Shall have power to wind up and dissolve itself, or be wound up or dissolved.
- H. Shall have power to borrow money and otherwise incur indebtedness when deemed necessary by its board of directors for the transaction of its business.
- I. Shall have power to do everything necessary and proper to accomplish the objectives enumerated in its certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and the benefit of the corporation and, in general, to carry on any lawful business necessary or incidental to the attainment of the

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objectives of the corporation whether or not such business is similar in nature to the objectives set forth in the certificate or articles of incorporation of the corporation, or any amendment thereof.

- J. Shall have power to make donations for the public welfare or for charitable, scientific, or educational purposes.
- K. Shall have power to enter into partnerships, general or limited, or joint ventures, in connection with any lawful activities.
- L. Shall have power, if properly licensed, to conduct life insurance, health insurance, and disability insurance businesses.
- M. Shall have power, if properly licensed, to conduct securities and commodities businesses.
- N. Shall have power, if properly licensed, to conduct investment advisory businesses.

FOURTH: That the total number of voting common stock authorized to be issued by the corporation is twenty-five thousand (25,000) shares of stock without nominal or par value and no other class of stock shall be authorized.

FIFTH: the governing board of this corporation shall be known as directors and the number of directors may be increased or decreased in the manner indicated by the by-laws of this corporation. The number of directors shall not be reduced to less than one (1).

The number and post office address of the first board of directors shall be one (1) in number and listed as follows:

Edward P. McEneaney, PMB 243, 5120 Overland Road, Boise, Idaho 83705

SIXTH: The capital stock, after the amount of the subscription price has been paid in, shall not be subject to assessment to pay the debts of the corporation.

SEVENTH: the name and post office address of the Incorporator signing the articles of incorporation is as follows:

Edward P. McEneaney, PMB 243, 5120 Overland Road, Boise, Idaho 83705

EIGHTH: the resident agent for this corporation shall be:

Edward P. McEneaney, PMB 243, 5120 Overland Road, Boise, Idaho 83705

The address of said agent, and the resident or statutory address of the corporation in the State of Idaho, shall be:

PMB 243, 5120 Overland Road, Boise, Idaho 83705

NINTH: The corporation is to have perpetual existence.

TENTH: The board of directors is expressly authorized:

- A. Subject to the by-laws, if any, adopted by the stockholders, to make, alter, or amend the by-laws of the corporation;
- B. To fix the amount to be reserved as working capital over and above its capital stock paid in, and shall authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation, if necessary.
- C. To designate one (1) or more committees, each committee to consist of one or more of the directors of the corporation, which shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, such committee or committees, shall have such name, or names, as may be stated in the bylaws of the corporation, or as may be determined from time to time by resolution adopted by the board of directors.
- D. When and as authorized by the affirmative vote of the stockholders holding stock entitling them to exercise at least a majority of the voting power given at a stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the board of directors shall have power to authorize at any meeting to sell, lease, or exchange all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon which terms and conditions as its board of directors deems expedient and for the best interests of the corporation.

ELEVENTH: No shareholder shall be entitled, as a matter or right, to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or any bonds, debentures, or securities convertible into stock, but such additional share of stock or other securities convertible into stock may be issued or disposed of by the board of directors to such persons and on such terms as in its discretion it shall deem advisable.

TWELFTH: No director or officer of the corporation shall be personally liable to the corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer for acts or omissions which involve intentional misconduct, fraud, or a knowing violation of law. Any repeal or modification of this article by the stockholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

THIRTEENTH: This corporation preserves the right to amend, alter, change, or repeal any provision contained in the articles of incorporation, in the manner now or hereafter prescribed by statute,

or by the articles of incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, the undersigned, being the Incorporator named for the purpose of forming a corporation pursuant to corporation law of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand:



Edward P. McEneaney.