

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SYSTEMS FOR WORLD CLASS COMPETITIVENESS, 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 the above named corporation, 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: April 6, 1994



Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]*

APR 6 1 18 PM '94
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
SYSTEMS FOR WORLD CLASS COMPETITIVENESS, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation shall be SYSTEMS FOR WORLD CLASS COMPETITIVENESS, INC.

II.

The corporation shall exist in perpetuity.

III.

The address of the initial registered office of this corporation shall be 240 East Braemere Road, Boise, Idaho 83702 and the name of the initial registered agent at that address shall be Doug Park.

IV.

The purposes for which this corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V.

The business of this corporation shall be managed and conducted by a board of directors of not fewer than one or more than five members. The number of directors constituting the initial board of directors shall be one, and the names and addresses for the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Doug Park	240 East Braemere Road, Boise, Idaho 83702

IDAHO SECRETARY OF STATE
19940406 0900 69839 2
CK #: 6011 CUST# 34535
CORP 10 100.00= 100.00

ARTICLES OF INCORPORATION - 1

: C

VI.

A. The aggregate number of shares which this corporation shall have authority to issue shall be ten thousand shares of common stock having a par value of one dollar (\$1.00) per share.

B. The holders of the common stock shall have unlimited voting rights, except that votes may not be cumulated. Shareholders shall not have preemptive rights.

VII.

Indemnification of Directors, Officers, Employees or Agents

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that she or he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding if she or he acted in good faith and in a manner she or he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe her or his conduct was unlawful, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition;

provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this article shall not be inclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

Section 3. Insurance, Contracts and Funding. The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Idaho Business Corporation Act. The corporation may, without further shareholder action, enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 4. Indemnification of Employees and Agents of the Corporation. The corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Idaho Business Corporation Act or otherwise.

VIII.

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Andrew C. Brassey	350 North Ninth Street - Suite 400 Boise, Idaho 83702

IN WITNESS WHEREOF, I have hereunto set my hand this 5th
day of April, 1994.

Andrew C. Brassey
Andrew C. Brassey

STATE OF IDAHO)
) ss.
County of Ada)

On this 5th day of April, 1994, before me, a Notary
Public in and for said county and state, personally appeared
Andrew C. Brassey, known to me to be the person whose name is
subscribed to the within 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 in this certificate first above
written.

Loretta Onweiler
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: 6-1-99