



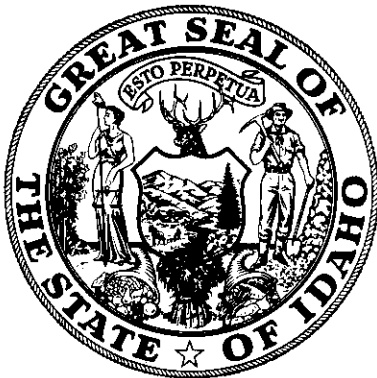
**CERTIFICATE OF INCORPORATION  
OF**

**LOWE, VANDER WAAL, INCORPORATED**

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: **June 20, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

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SECRETARY OF STATE

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

ARTICLES OF INCORPORATION

OF

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LOWE, VANDER WAAL, INCORPORATED (dba LVI SOFTWARE SYSTEMS)

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age, a citizen of the United States of America, and a resident of the State of Idaho, have voluntarily and do hereby associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho. We further do hereby certify, declare and adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: LOWE, VANDER WAAL, INCORPORATED. The corporation will be doing business under the name of LVI SOFTWARE SYSTEMS.

ARTICLE II

The period of existence and the duration of the life of this corporation shall be perpetual.

ARTICLE III

When not inconsistent with the State of Idaho Business Corporation Act, the objectives and purposes for which this corporation are formed are:

A. To engage in the practice of supplying goods and services to users, dealers, distributors, manufacturers, and any other parties interested in and related to the computer industry.

B. To develop, manufacture, and distribute computer and computer related products.

C. In furtherance of the other purposes of this corporation, the corporation shall have the following powers:

(1) The authority set forth in Title 30 of the Idaho Code relating to the organization and conduct of general business corporations.

(2) To buy, sell, acquire, hold, mortgage, or enter into security agreements, pledge, lease, assign, transfer, trade, and deal in and with all kinds of personal property, goods, wares, and merchandise of every kind, nature and description.

(3) To invest in or advance or lend money or negotiate loans upon the security of property, real, personal or mixed, or upon the security of accounts, policies of insurance, bonds, debentures, bills of exchange, notes, letters of credit, or other contractual obligations, or upon mortgages, trust deeds bills of sale, pledges, or other interests of title to or interest in property, real, personal or mixed, whether existing or to come into being in the future; and to do and perform all acts permitted by law for the assignment, transfer, collection or enforcement thereof to the same extent as natural persons might or could do, and without limit as to amount.

(4) To borrow money for any purpose of this corporation without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for the money so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation in connection with its business; and to secure payment of such debentures, notes, or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this corporation, wheresoever located.

(5) To purchase, hold, sell, and transfer the shares of its own capital stock; provided, however, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided, further, that the shares of its own capital stock owned by it shall not be voted upon, directly or indirectly.

(6) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory, or municipality of the United States or any foreign country, government or body politic.

(7) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law.

(8) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes, and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes, and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

#### ARTICLE IV

The location and post office address of the registered office of this corporation in the State of Idaho shall be 2927 Hill Road, Boise, in the County of Ada, State of Idaho. The registered agent of this corporation in the State of Idaho shall be Christopher B. Lowe, 5207 Conestoga Pl., Boise, in the County of Ada, State of Idaho. (residing at

#### ARTICLE V

Section 1. This corporation shall be authorized to issue one (1) class of capital stock; this class is to be designated as "voting stock". The total number of shares of voting stock which this corporation shall be authorized to issue is 1,000,000. The authorized shares of voting stock are to be without par value.

Section 2. The voting stock of this corporation shall be non-assessable.

#### ARTICLE V

The proper names and post office addresses of the original incorporators of this corporation as well as the initial number

of shares of voting stock subscribed by each said incorporator are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares Subscribed</u>
Christopher B. Lowe	5207 Conestoga Pl. Boise, Idaho	One
Scott Vander Waal	2927 Hill Road Boise, Idaho	One

The two incorporators shall be the initial Board of Directors and shall serve until their successors be elected and qualified. Said persons are natural persons over the age of twenty-one years, citizens of the United States of America, and residents of the State of Idaho.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation the 19<sup>th</sup> day of JUNE, 1985.

  
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Christopher B. Lowe

  
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Scott Vander Waal