

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

ABSEARCH, INC.  
File number C 108922

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: January 6, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Alma Sibley*

JAN 3 2 29 PM '95  
SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION OF  
ABSEARCH, INC.

JAN 6 12 46 PM '95  
SECRETARY OF STATE

WE, THE UNDERSIGNED, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

I.

The name of the corporation is Absearch, Inc.

II.

The period of duration of the corporation shall be perpetual.

III.

The purpose or purposes for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under this Act.

IV.

The authorized capital stock of this corporation shall consist of ONE MILLION (1,000,000) shares of common stock having no par value per share; all said shares shall be issued fully paid and shall not be subject to assessment.

V.

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

VI.

The name and address of the initial registered office of the corporation is Absearch, Inc., 2457 West Twin Road, Moscow, ID 83843, and the name of the initial registered agent is John Ratti.

IDAHO SECRETARY OF STATE

CK #: 1491 CUST# 13904

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ARTICLES OF INCORPORATION -- 1

54525 \$ 100.00

FOR DEPOSIT ONLY TO THE

#: C IDAHO STATE TREASURER'S ACCOUNT  
STATE

## VII.

It is expressly provided and made a part of any contract of subscription to the stock of this corporation and the transfer of any stock of this corporation thereafter that every shareholder shall not have the right to transfer any stock that said shareholder receives to any person without the consent of this corporation and the consent of the then existing shareholders, but shall offer the shares for sale to the corporation and/or the current shareholders at the fair market value and under the terms of a bona fide offer. The corporation and/or current shareholders shall exercise the right of first refusal described herein within 180 days of written notice from the proposed selling shareholder and, if not so exercised, said right of first refusal shall expire and said shareholder shall be entitled to sell said stock. The purpose of said right of first refusal is to insure that the shareholders of this corporation be able to maintain their current voting status and be allowed to operate this corporation with persons of their own choosing. In case of disagreement of the fair market value, the matter in dispute shall be arbitrated. Any attempt of sale of stock of this corporation to a person other than as described herein shall be expressly voided.

## VIII.

The right and power to amend, appeal, alter, rescind, and adopt the Bylaws of this corporation and to adopt new Bylaws is expressly conferred upon the Board of Directors of this corporation as provided by statute.

IX.

The number of directors currently constituting the initial Board of Directors shall be TWO (2). The names and addresses of said persons who shall serve as directors until the first meeting of the corporation, or until their successors are elected and qualified, are as follows:

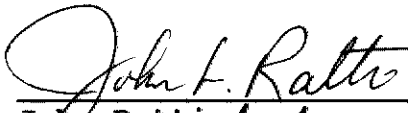

John Ratti	2457 West Twin Road Moscow, Idaho 83843
E. O. Garton	1204 Thatuna Ave. Moscow, Idaho 83843

X.

The names and addresses of all the initial incorporators are:


John Ratti	2457 West Twin Road Moscow, Idaho 83843
E.O. Garton	1204 Thatuna Ave. Moscow, Idaho 83843

EXECUTED this 29<sup>th</sup> day of December 1994.

  
\_\_\_\_\_  
John Ratti  
  
\_\_\_\_\_  
E. O. Garton


STATE OF IDAHO       )  
                              )  
COUNTY OF LATAH     )

On this 29<sup>TH</sup> day of December, 1994, before me personally appeared John Ratti, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he executed the same.

  
\_\_\_\_\_  
NOTARY PUBLIC in and for the  
State of Idaho, residing at  
Moscow therein.  
My Commission Expires: 11/3/99

STATE OF IDAHO       )  
                              )  
COUNTY OF LATAH     )

On this 29<sup>TH</sup> day of December, 1994, before me personally appeared E. O. Garton, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he executed the same.

  
\_\_\_\_\_  
NOTARY PUBLIC in and for the  
State of Idaho, residing at  
Moscow therein.  
My Commission Expires: 11/3/99