

ARTICLES OF INCORPORATION  
OF  
XEON, INC.

FILED

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SECRETARY OF STATE  
STATE OF IDAHO

THE UNDERSIGNED, being a natural person of full age, legally competent to enter into contracts, who is a citizen of the United States of America, does hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho:

ARTICLE 1 - NAME

The name of the corporation shall be:

XEON, INC.

ARTICLE 2 - REGISTERED OFFICE AND AGENT

The location and post office address of the initial registered office of this corporation within the State of Idaho is:

9069 Covey Hill Court  
Boise, Idaho 83709-0506

The registered agent of this corporation at said address is:

Dwight F. Bickel

ARTICLE 3 - PURPOSES AND POWERS

The purposes of this corporation are to engage in any lawful business that may be conducted by a general business corporation under the laws of the State of Idaho. The corporation has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including without limitation the specific powers enumerated in Section 30-1-302, *Idaho Code*, as such section may be amended from time to time.

ARTICLE 4 - DURATION

The duration of this corporation is perpetual.

IDAHO SECRETARY OF STATE

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ARTICLE 5 - CAPITAL STOCK

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5.1 The authorized capital of this corporation shall be One Hundred (100) shares of capital stock, to be known as common stock, at NO PAR VALUE per share.

5.2 All shares shall have full voting rights and shall be equal to one another with respect to voting rights.

5.3 Shares of this corporation shall be entitled to receive dividends out of funds legally available for payment thereof, payable at the discretion of the Board of Directors.

5.4 No shareholder shall have any pre-emptive or similar right to purchase or subscribe for any shares of stock or securities convertible into stock of the corporation.

5.5 Shares of the corporation's stock shall be non-assessable.

## **ARTICLE 6 - BOARD OF DIRECTORS**

6.1 The number of directors to be elected at any meeting of the shareholders shall be not less than the number of shareholders of the corporation, unless there be more than three (3) shareholders. The maximum number of directors shall be seven (7). The number of directors to be elected for any ensuing year shall be determined at each annual shareholders' meeting, or any special shareholders's meeting called for that purpose, by resolution adopted by a simple majority of the shares represented at any such meeting in person and by proxy.

6.2 A person who is not a shareholder may serve as a director if elected.

6.3 No contract or other transaction between the corporation and any other firm or corporation, whether or not an affiliate, subsidiary or parent corporation, shall in any way be affected or invalidated by the fact that any of the directors or officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers or owners of, such other firm or corporation. Any directors, individually, or any firm or corporation or other business entity of which any director or officer may be a shareholder, officer, director or member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority of the members thereof; and any director of this corporation who is also a shareholder, owner, director, officer or member of such other firm, corporation, or entity, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, with like force and effect as if he were not so connected with such other firm, corporation, or entity or were not so pecuniarily or otherwise interested.

6.4 The Board of Directors of this corporation is empowered and authorized to adopt, alter, amend, and repeal the By-laws of this corporation; to elect officers of the corporation; to fix the compensation of its directors and officers; to allot the capital stock of the corporation to such persons and for such consideration as the Board of Directors may from time to time determine and as may be lawful; and to do all other such things and to exercise all other powers, consistent with law and these Articles of Incorporation, as may be necessary and expedient in the course of the management and operation of this corporation, without the necessity of meetings of stockholders to approve or ratify the same, to the maximum extent permitted by the laws of the State of Idaho, as if each and every of such things and powers were expressly set forth herein.

## **ARTICLE 7 - INITIAL BOARD OF DIRECTORS**

The number of members of the initial Board of Directors shall be four (4). The names and post office addresses of each of the initial directors of this corporation, who shall serve until the first election of directors, are as follows:

H. Wayne Van Engelen  
P O Box 221644  
Chantilly, VA 20153

David M. Cooper  
P O Box 221644  
Chantilly, VA 20153

Patricia M. Van Engelen  
P O Box 221644  
Chantilly, VA 20153

Dwight F. Bickel  
9069 Covey Hill Court  
Boise, ID 83709

## **ARTICLE 8 - OFFICERS**

The officers of this corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers and assistant officers as may from time to time be designated by the Board of Directors. Except for the office of President, more than one office may be held by the same person. The duties and authority of the officers shall be as prescribed by the Board of Directors and the By-laws of the corporation.

## **ARTICLE 9 - LIABILITY OF SHAREHOLDERS**

The private property of the shareholders of the corporation shall not be subject to payment of corporate debts or obligations.

## **ARTICLE 10 - MEETINGS OF SHAREHOLDERS**

The annual meeting of the shareholders of the corporation shall be at such time and place, within or without the State of Idaho, as may be provided for in the By-laws of the corporation. Any special meeting of the shareholders may be held at such place and in such manner as provided for in the By-laws of the corporation, or may be held in the manner provided by the corporation laws of the State of Idaho.

## **ARTICLE 11 - AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended at any annual or special meeting of the stockholders in the manner provided by the corporation laws of the State of Idaho.

ARTICLE 12 - INCORPORATOR

The name and post office address of the sole incorporator are as follows:

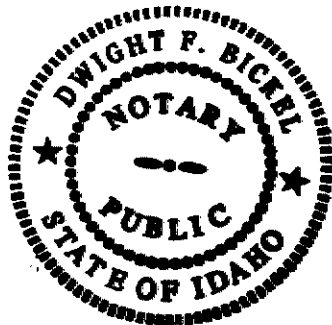
H. Wayne Van Engelen  
P O Box 221644  
Chantilly, VA 20153

21 IN WITNESS WHEREOF, the undersigned incorporator has set his hand on the  
day of April, 1998.

H. Wayne Van Engelen  
H. WAYNE VAN ENGELEN

STATE OF IDAHO )  
COUNTY OF BANNOCK ) ss.

On this 21 day of April, 1998, before me, the undersigned, a Notary Public in  
and for said State, personally appeared H. Wayne Van Engelen, known or identified to me to be  
the person whose name is subscribed to the foregoing instrument, and acknowledged to me that  
he executed the same.



Dwight F. Bichel  
Notary Public for Idaho  
Residing at Boise, Idaho  
Comm. Expires: 10-25-99