

ARTICLES OF INCORPORATION

OF

eBITS, INC.

The undersigned, acting as the incorporators of eBITS, Inc., a non-profit corporation, ("the Corporation"), organized under and pursuant to the Idaho Non-Profit Corporation Act, Chapter 3, Title 30, Idaho Code, ("the Act"), do hereby adopt the following Articles of Incorporation for the Corporation.

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INFORMATIONAL

STATEMENT OF THE SECRETARY OF STATE
ON THE ACTS OF CHAPLAIN
INFORMATIONAL

1. **NAME:** The name of the Corporation is eBITS, Inc.
2. **NON-PROFIT STATUS:** The Corporation is a non-profit corporation.
3. **PERIOD OF DURATION:** The period of duration of the Corporation is perpetual.
4. **INITIAL REGISTERED OFFICE AND AGENT:** The location of this Corporation is in Ada County, Idaho. The address of the initial registered office is 3316 N. Lakeharbor Lane, Apt. E-107, Boise, Idaho, 83703, and the name of the initial registered agent at this address is William J. Mullane.
5. **PURPOSES:** The purposes for which the Corporation is organized and will be operated are as follows:
 - (a) To provide Internet and computer technology education and training to businesses and communities of all sizes; to partner with other organizations, whether public or private, to identify opportunities; and to provide educational classes that meet the diverse technological needs of the business community through seminars, conferences, and other gatherings.
 - (b) Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under 501(c)(3).
 - (c) To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a Corporation formed under the Idaho Non-Profit Corporation Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

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6. **MEMBERS:** The Corporation shall not have any members.

7. **BOARD OF DIRECTORS:** The affairs of the Corporation shall be managed by its Board of Directors. The actual number of Directors shall be not less than three (3), but may be expanded as provided in the Bylaws of the Corporation. The Directors shall be elected or appointed in the manner and for the term provided in the Bylaws of the Corporation.

The names and addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
William J. Mullane	3316 N. Lakeharbor Ln., Apt. E-107 Boise, Idaho 83703
Matthew D. Schoenfeldt	823 Diamond St. Nampa, ID 83686
Jeffrey P. Wirtzfeld	103 W. Bramere Boise, ID 83702

8. **LIMITATIONS.** No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

9. **INCORPORATORS.** The incorporators are:

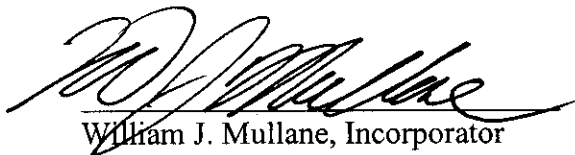
<u>Name</u>	<u>Address</u>
William J. Mullane	3316 N. Lakeharbor Ln. Apt. E-107 Boise, Idaho 83703
Matthew D. Schoenfeldt	823 Diamond St. Nampa, ID 83686

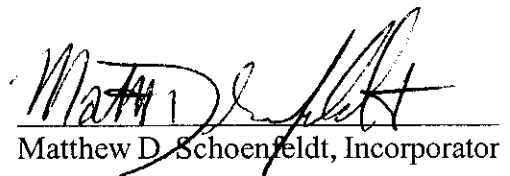
10. **BYLAWS.** Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

11. **AMENDMENTS TO ARTICLES OF INCORPORATION.** The affirmative vote of two-thirds (2/3) of the Directors of the Corporation represented at a meeting at which a quorum is present shall be required to amend these Articles of Incorporation. After a final vote of the directors, and before any amendments to these bylaws can become effective, the amendments must have the written approval of a third person, as identified in the Bylaws of the Corporation.

12. **DISTRIBUTION OF ASSETS UPON DISSOLUTION.** Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

DATED this 12th day of June, 2000.


William J. Mullane, Incorporator

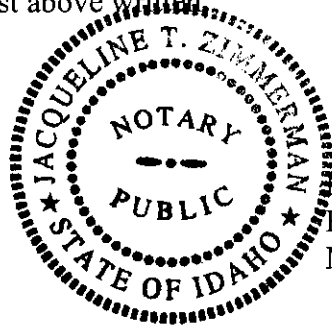

Matthew D. Schoenfeldt, Incorporator

CERTIFICATE OF ACKNOWLEDGEMENT

STATE OF IDAHO)
)ss.
County of Ada)

On this 2nd day of June, 2000, before the undersigned, a Notary Public, personally appeared William J. Mullane and Matthew D. Schoenfeldt, known or identified to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Notary Public for Idaho: Jacqueline Zimmerman
Residing at: Boise, IDO
My commission expires: 6-18-2002