

# State of Idaho

## Department of State

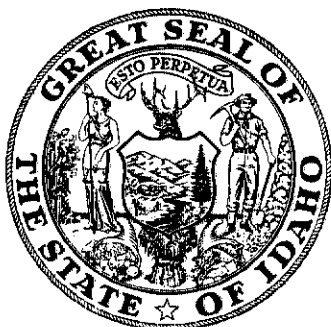
### CERTIFICATE OF INCORPORATION OF

TMT INVESTMENTS, INC.  
File number C 110905

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 8, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sisk*

# ARTICLES OF INCORPORATION

OF

TMT INVESTMENTS, INC.

## ARTICLE ONE - NAME

The name of the corporation is:

TMT INVESTMENTS, INC.

## ARTICLE TWO - LOCATION

Its principal office in the State of Idaho is located at 1900 Parkwood, Apt. 205, Idaho Falls, Idaho 83401. This corporation may maintain an office, or offices, in other such place within or without the State of Idaho as may be from time to time designated by the Board of Directors, or by the by-laws of said corporation, and this corporation may conduct all corporation business of every kind and nature, including the holding of all meetings of directors and stockholders, outside the State of Idaho as well as within the State of Idaho.

## ARTICLE THREE - PURPOSE

The purpose or purposes for which this corporation is organized is to conduct any and all lawful business for which corporations may be incorporated under this act.

## ARTICLE FOUR - CAPITAL STOCK

That the total number of shares that the corporation may issue is Twenty Five Hundred (2500) shares of single class common stock of which all shares shall be without nominal or par value (no par stock). No other class of stock is authorized. The corporation may issue stock for labor, services, or personal property, or real estate or leases thereof. The judgment of the directors as to the value of such labor, services, property, real estate or leases thereof, shall be conclusive as to all except the other existing stockholders and creditors, and to the then existing stockholders and creditors it shall be conclusive in the absence of actual fraud in the transaction. Said shares of stock may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors.

## ARTICLE FIVE - COMMENCEMENT OF BUSINESS

The corporation will not commence business until at least One Thousand and no/100 Dollars (\$1000) in cash, property or services has been received by it as consideration for the issuance of its shares.

## ARTICLE SIX - REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registration office is 1900 Parkwood, Apt. 205, Idaho Falls, Idaho 83401, and the name of its registered agent at that address is Todd A. Terry. Todd A.

IDAHO SECRETARY OF STATE  
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Terry, as registered agent herewith acknowledges and accepts appointment as registered agent and witnesses such with his signature.

#### **ARTICLE SEVEN - DIRECTORS**

The members of the governing board of the corporation shall be styled directors. The number of directors may from time to time be increased or decreased in such manner as shall be provided by the by-laws of this corporation. The number of directors must not be reduced to less than two, except that, in cases where all the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than two but not less than the number of shareholders.

The first Board of Directors shall be Two (2) in number and their name(s) and address(es) are as follows:

| <b><u>NAME</u></b>    | <b><u>ADDRESS</u></b>                               |
|-----------------------|---|
| <b>Todd A. Terry</b>  | 1900 Parkwood, Apt. 205<br>Idaho Falls, Idaho 83401 |
| <b>Mindy F. Terry</b> | 1900 Parkwood, Apt. 205<br>Idaho Falls, Idaho 83401 |

#### **ARTICLE EIGHT - ASSESSMENT OF STOCK**

The capital stock of the corporation, after the amount of the subscription price of par value has been paid in shall not be subject to assessment to pay the debts of the corporation, and no paid up stock and no stock issued as fully paid up stock shall ever be assessable or assessed.

#### **ARTICLE NINE - INCORPORATORS**

The name and address of each of the incorporators signing Articles of Incorporation are as follows:

| <b><u>NAME</u></b>    | <b><u>ADDRESS</u></b>                               |
|-----------------------|---|
| <b>Todd A. Terry</b>  | 1900 Parkwood, Apt. 205<br>Preston, Idaho 83263     |
| <b>Mindy F. Terry</b> | 1900 Parkwood, Apt. 205<br>Idaho Falls, Idaho 83401 |

#### **ARTICLE TEN - PERIOD OF EXISTENCE**

The corporation is to have perpetual existence.

## **ARTICLE ELEVEN - POWERS OF DIRECTORS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. Subject to the by-laws, if any, adopted by the stockholders, to make, alter or amend the by-laws of the corporation.
2. To fix the amount to be reserved as working capital over and above its capital stock paid in.
3. When and as authorized by the affirmative vote of the stockholders holding stock entitling them to exercise at least a majority of the voting power given at a stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors by resolution shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors deems expedient and for the best interests of the Corporation.

## **ARTICLE TWELVE - SHAREHOLDER RIGHTS**

No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

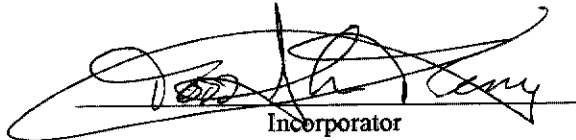
At each election of Directors, every shareholder entitled to vote at such election shall have the right to accumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any member of such candidates.


## **ARTICLE THIRTEEN - COMMON DIRECTORS TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed on May 31  
1995.

  
Incorporator  
Todd A. Terry

  
Incorporator  
Mindy F. Terry

STATE OF IDAHO            ]  
                                      : ss  
COUNTY OF BONNEVILLE]

On this 31<sup>st</sup> day of May, 1995, in Idaho Falls, Idaho, before me, the undersigned, a Notary Public in and for the County of Bonneville, State of Idaho, personally appeared Todd A. Terry and Mindy F. Terry, known to me to be the person/s/ whose name/s/ are subscribed as incorporators to the foregoing Article of Incorporation of TMT INVESTMENTS, INC., and acknowledged to me that they executed the same.

  
Notary Public

My Commission Expires: 10/29/98