

ARTICLES OF INCORPORATION
OF
INTERNET MARKETING SPECIALISTS, INC.

97 SEP 17 AM 8:42
SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Incorporator being a natural person of the age of eighteen years or more and desiring to form a body corporate under the laws of the State of Idaho does hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Idaho, these Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be: INTERNET MARKETING SPECIALISTS, INC.

ARTICLE II

PERIOD OF DURATION

The Corporation shall exist in perpetuity, from and after the date of filing the Articles of Incorporation with the Secretary of State of the State of Idaho unless dissolved according to law.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

REGISTERED OFFICE AND REGISTERED AGENT

The address of the principal place of business in the State of Idaho and the registered office of the Corporation is 335 6th Ave. East, Twin Falls, Idaho, 83301, in ~~the County of Twin Falls~~ ^{Idaho} and the name of the registered agent at such address is Clint G. Carter. Either the principal place of business,

IDAHO SECRETARY OF STATE

CK: 6832 CT: 1838 BH: 39137

100.00 CORP

C 120895

office or the registered agent may be changed in the manner provided by law.

ARTICLE IV

PURPOSES AND POWERS

4.1 Purposes. Except as restricted by these Articles of Incorporation, the Corporation is organized for the purpose of transacting all lawful business for which Corporations may be incorporated pursuant to the Idaho Business Corporation Act.

4.2 Powers. The Corporation shall have and exercise any and all powers that Corporations have and may exercise under the laws of the State of Idaho and as they may be amended except as such are inconsistent with the express provisions of these Articles of Incorporation.

ARTICLE V

CAPITAL STOCK

5.1 Capital Stock. The total number of shares of stock of all classes which the corporation shall have authority to issue is one hundred thousand (100,000) which shall be common stock of no par value (hereinafter called "Common Stock").

5.2 Dividends. Dividends in cash, property, or shares of the Corporation may be paid upon the Common Stock, as and when declared by the Board of Directors, out of funds of the Corporation to the extent and in the manners permitted by law.

5.3 Distribution in Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, and after paying or adequately providing for the payment of all its obligations, the remainder of the assets of the Corporation shall be distributed,

either in cash or in kind, pro rata to the holders of the Common Stock.

5.4 Redemption. The Common Stock may be redeemed as determined by a resolution of the Board of Directors out of funds of the Corporation to the extent and in the manners permitted by law and on such terms and conditions as may be prescribed by the Bylaws or by resolution of the Board of Directors. Any rights to or arising from fractional shares shall be treated as rights to or arising out from one (1) share. Except as permitted by the Idaho Business Corporation Act, no such purchase or retirement shall be made if the capital of the Corporation would be impaired thereby.

5.5 Voting Rights; Cumulative Voting. Each outstanding share of Common Stock shall be entitled to one (1) vote and each fractional share of Common Stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of shareholders. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Cumulative voting shall be allowed in the election of directors of the Corporation, only. Except as otherwise provided by these Articles of Incorporation or the Idaho Business Corporation Act, if a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

5.6 Denial of Preemptive Rights. No holder of any shares of the Corporation, whether now or hereafter authorized, shall have any preemptive or preferential right to acquire any

shares or securities of the Corporation, including shares or securities held in the treasury of the Corporation.

5.7 Transfer Restrictions. The Corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The Board of Directors is hereby authorized on behalf of the Corporation to exercise the Corporation's right to so impose such restrictions.

5.8 Issuance of Stock. At any time and from time to time when authorized by resolution of the Board of Directors and without any action by its shareholders, the Corporation may issue or sell any shares of its capital stock of any authorized class whether out of the unissued shares thereof authorized by the Articles of Incorporation of the Corporation as originally filed or by any amendment thereof, or out of shares of its stock acquired by it after the issue thereof. The Corporation may receive in payment, in whole or in part, for any share of its stock issued or sold by it, cash, labor done, personal property, or real property, or leases thereof, and in the absence of actual fraud in the transaction, the judgment of the directors of the Corporation as to the value of the labor, property, real estate or lease thereof so received, shall be conclusive.

5.9 Stock Non-assessable. The holders of the stock of this Corporation shall not be held individually responsible as such for any debts, contracts, liabilities or engagements of the Corporation, and shall not be liable for assessments to restore impairments in the capital of the Corporation; nor shall stock in

this Corporation nor any shareholder be liable to or subject to assessment for any purpose.

5.10 Action by the Shareholders without a Meeting. Any action required by law to be taken at a meeting of the shareholders of the Corporation or any action which may be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof. Such a consent shall have the same effect as the unanimous vote of the shareholders.

ARTICLE VI

TRANSACTIONS WITH INTERESTED DIRECTORS

No contract or other transaction between the 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 solely because of such relationship or interest or solely because such 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 solely because 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 a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; 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 a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE VII

CORPORATE OPPORTUNITY

The officers, directors and other members of management of this Corporation shall be subject to the doctrine of "corporate opportunities" only insofar as it applies to business opportunities in which this Corporation has expressed an interest as determined from time to time by this Corporation's Board of Directors as evidenced by resolutions appearing in the Corporation's minutes. Once such areas of interest are delineated, all such business opportunities within such areas of interest which come to the attention of the officers, directors, and other members of management of this Corporation shall be disclosed promptly to this Corporation and made available to it. The Board of Directors may reject any business opportunity presented to it and thereafter any officer, director or other member of management may avail himself of such opportunity unless otherwise restricted by contract. Until such times as this Corporation, through its Board of

Directors, has designated an area of interest, the officers, directors and other members of management of this Corporation shall be free to engage in such areas of interest on their own and this doctrine shall not limit the rights of any officer, director or other member of management of this Corporation to continue a business existing prior to the time that such area of interest is designated by the Corporation. This provision shall not be construed to release any employee of this Corporation from any duties which he or she may have to this Corporation by contract or otherwise.

ARTICLE VIII

INDEMNIFICATION

3.1 When Applicable. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a director, officer, employee, fiduciary, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonable believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal

action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

8.2 Effect of Negligence or Misconduct. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, fiduciary, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another Corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; but no indemnification shall be made in respect of any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought determines upon

application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

8.3 Right to Indemnity. To the extent that a director, officer, employee, fiduciary or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this article or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

8.4 Authorization. Any indemnification under paragraph 8.1 or 8.2 of this article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, fiduciary, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in said paragraphs 8.1 or 8.2. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or, if such a quorum is not obtainable or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders.

8.5 Advance of Expense. Expenses (including attorney fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in

paragraph 8.4 of this article upon receipt of an undertaking by or on behalf of the director, officer, employee, fiduciary, or agent to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this article.

8.6 Other Rights. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation, any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, fiduciary, or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.

8.7 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another Corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this article.

8.8 Voting Requirement to Amend. A unanimous vote of the shareholders entitled to vote shall be required to amend this article.

ARTICLE IX

AMENDMENTS

The Corporation reserves the right to amend or repeal any of these Articles of Incorporation from time to time in accordance with the Idaho Business Corporation Act and the Bylaws of the Corporation.

ARTICLE X

ADOPTION AND AMENDMENT OF BYLAWS

A set of Bylaws of the Corporation shall be adopted by its Board of Directors after submission of the Articles of Incorporation to the Secretary of State. The power to repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XI

BOARD OF DIRECTORS

11.1 Governing Board. The governing board of the Corporation shall be a board of directors.

11.2 Initial Board of Directors. The number of directors of the Corporation shall be fixed by the Bylaws of the Corporation. So long as the number of directors shall be less than three, no shares of this Corporation may be issued and held of record by more shareholders than there are directors. The names

and addresses of the persons who shall serve as the directors until the next annual meeting of shareholders and until successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Clint G. Carter	335 6th Ave. East Twin Falls, ID 83301
Susan J. Eyerly	412 5th Ave. North Twin Falls, ID 83301
Robert R. Sewell, Jr.	320 5th Ave. West Wendell, ID 83355

11.3 Quorum and Action by Directors Without a Meeting.

All directors must be present in order to constitute a quorum for the transaction of business. Any action required by law to be taken at a meeting of the Directors of the Corporation or any action which may be taken at a meeting of the directors or a committee, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the directors or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

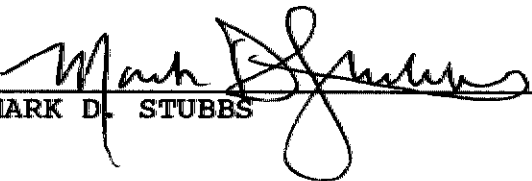
ARTICLE XII

INCORPORATOR

The name and address of the incorporator of the Corporation stating these Articles are as follows:


<u>NAME</u>	<u>ADDRESS</u>
Mark D. Stubbs	P.O. Box 1846 Twin Falls, ID 83303-1846

IN WITNESS WHEREOF, the above named incorporator has signed these Articles of Incorporation on September 15, 1997.


MARK D. STUBBS

STATE OF IDAHO)
 : ss.
County of Twin Falls)

I, Kathy Barnes, a Notary Public, do hereby certify that on this 15th day of September, 1997, MARK D. STUBBS, personally appeared before me, who, being by me first duly sworn declared that he is the person who signed the foregoing document as Incorporator of INTERNET MARKETING SPECIALISTS, INC. and that the statements therein contained are true.


Notary Public for Idaho
Residing at Twin Falls
Commission Expires 12-1-98