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**ARTICLES OF INCORPORATION**

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**ANNOMALIES, LTD.**

SECRETARY OF STATE

12/18/2000 09:00  
CR: 1459 CI: 6662 DM: 367100  
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These Articles of Incorporation ("Articles") are signed by the incorporator for the purpose of forming a profit corporation as follows:

**ARTICLE I  
NAME**

**§ 1.1      Name**

The name of the corporation is Annomalies, Ltd. ("Corporation")

**ARTICLE II  
PURPOSE**

**§ 2.1      Purpose**

The purpose or purposes for which the Corporation is organized is to transact all lawful business for which corporations may be organized under the Business Corporation Act of the State of Idaho.

**ARTICLE III  
POWERS OF THE CORPORATION**

**§ 3.1      Powers**

As needed to pursue the corporate purposes, the board of directors ("Board") is hereby granted the following powers:

- ¶ 3.1.1      To sue, complain and defend in the corporate name.
- ¶ 3.1.2      To adopt a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- ¶ 3.1.3      To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real

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or personal property, or any interest therein, wherever situated.

- ¶ 3.1.4 To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the corporate property and assets.
- ¶ 3.1.5 To lend money and use its credit to assist corporate employees.
- ¶ 3.1.6 To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- ¶ 3.1.7 To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of the Corporation's property and income.
- ¶ 3.1.8 To lend money for any corporate purpose, invest and reinvest its funds, and take and hold their payment of funds so loaned or invested.
- ¶ 3.1.9 To conduct its business, carry on its operations and have offices and exercise the powers granted herein, within or without this State.
- ¶ 3.1.10 To make donations for the public welfare or for charitable, scientific or educational purposes.
- ¶ 3.1.11 To transact any lawful business which the Board shall find will be an aid of governmental policy.
- ¶ 3.1.12 To pay pensions and establish pension plans, pension

trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

## **ARTICLE IV SHARES**

### **§ 4.1        Authorized Shares**

The total authorized shares of stock is 100,000 common shares.

### **§ 4.2        Certificates**

- ¶ 4.2.1        The shares of the Corporation shall be represented by certificates signed by the president and the secretary of the Corporation, and may be sealed with the seal of the Corporation or a facsimile thereof.
- ¶ 4.2.2        The signatures of the president and the secretary upon a certificate may be facsimiles if the certificate is manually signed on behalf of a transfer agent or a registrar, other than the Corporation itself or an employee of the Corporation.
- ¶ 4.2.3        In case any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of its issue.

### **§ 4.3        Limitation on Sale or Transfer of Stock**

The Corporation may impose a restriction(s) on the transfer or registration of transfer of shares of the Corporation. Such restriction(s) shall either be set forth in the Bylaws, in an agreement among shareholders or in an agreement between shareholders. No such restriction shall affect shares issued before the restriction(s) was(were) adopted unless the holder(s) of the shares is(are) either a party(parties) to the restriction agreement(s) or voted in favor of the restriction(s).

## **ARTICLE V SHAREHOLDER MEETINGS**

### **§ 5.1        Meetings**

- ¶ 5.1.1       Meetings of shareholders may be held at such place within or outside of Idaho as may be stated in or fixed in accordance with the Bylaws. If no other place is stated or so fixed, meetings shall be held at the registered office of the Corporation.
- ¶ 5.1.2       An annual meeting of the shareholders shall be held at such time as may be stated in or fixed in accordance with the Bylaws.
- ¶ 5.1.3       A special meeting of the shareholders may be called by the Board, the holders of not less than one-tenth of all the shares entitled to vote at the meeting, or such other persons as may be authorized in the Bylaws.

### **Section 2.   Notice**

Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the share transfer books of the Corporation, with postage thereon prepaid.

### **Section 3.   Calling Special Meetings**

A special meeting of the shareholders may be called by the president or secretary or any two board members. The purpose of such meeting must be stated in the notice.

#### **Section 4. Majority Consent Meetings**

Any action required or permitted to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to the non-consenting shareholders by (among other methods) mailing said notice to said shareholders by first class mail, postage prepaid, to the address of record.

#### **Section 5. Majority Consent Voting**

Any action required or permitted by the Idaho Business Corporation Act (Idaho Code 30-1-101 *et seq.*) at an annual or special meeting of shareholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to the nonconsenting shareholders by (among other methods) mailing said notice to said shareholders by first class mail, postage prepaid, to their address of record.

### **ARTICLE VI SHAREHOLDER VOTING**

#### **§ 6.1 Voting for Directors—Cumulative Voting**

Shareholders are entitled to cumulate their votes for directors. The governing procedures for such cumulative voting shall be set forth in the Bylaws.

#### **§ 6.2 Close of Transfer Books**

- ¶ 6.2.1 For the purpose of determining the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, fifty (50) days.

- ¶ 6.2.2 If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting.
- ¶ 6.2.3 In lieu of closing the stock transfer books, the Bylaws, or in the absence of an applicable Bylaw the Board, may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than fifty days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken.
- ¶ 6.2.4 If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders.
- ¶ 6.2.5 When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

**§ 6.3      List of Voting Shareholders**

- ¶ 6.3.1 The officer or agent having charge of the stock transfer books shall make a complete record of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each.
- ¶ 6.3.2 Such record of the shareholders entitled to vote shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting for the

purposes thereof.

**§ 6.4        Quorum**

- ¶ 6.4.1        A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders, but in no event shall a quorum consist of less than one-half ( $\frac{1}{2}$ ) of the shares entitled to vote at the meeting.
- ¶ 6.4.2        If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number is required by the Bylaws.

**§ 6.5        Super Majority Required for Certain Action**

As to the following matters, sixty-six percent (66%) of the shares voting shall be required to approve any proposed shareholder action:

- ¶ 6.5.1        The amendment of this Article VI;
- ¶ 6.5.2        Removal of one or more of the corporate directors;
- ¶ 6.5.3        To sue, complain and defend, in the corporate name;
- ¶ 6.5.4        To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;
- ¶ 6.5.5        To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the Corporation's property and assets;
- ¶ 6.5.6        To lend money and use credit to assist its employees;
- ¶ 6.5.7        To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal

in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

- ¶ 6.5.8 To make contracts and guarantees and incur liabilities, borrow money, issue the Corporation's notes, bonds, and other obligations, and secure any of the Corporation's obligations by mortgage or pledge of all or any of its property, franchises and income;
- ¶ 6.5.9 To lend money for the Corporation's purposes, invest and reinvest its funds, and take and hold payment of funds so loaned or invested;
- ¶ 6.5.10 To conduct corporate business, carry on its operations and have offices and exercise the powers granted herein, without this State;
- ¶ 6.5.11 To make and alter Bylaws, for the administration and regulation of the affairs of the Corporation;
- ¶ 6.5.12 To make donations for the public welfare or for charitable, scientific or educational purposes;
- ¶ 6.5.13 To establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees; and/or,
- ¶ 6.5.14 To cause the Corporation to be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

## **§ 6.6      Shares Entitled to Vote**

- ¶ 6.6.1 Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except as may be otherwise provided herein.

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If these Articles provide for more or less than one vote for any share, on any matter, every reference in these Articles to a majority or other proportion of shares shall refer to such a majority or other proportion of votes entitled to be cast.

¶ 6.6.2 Neither treasury shares, nor shares held by another corporation if a majority of the shares entitled to vote for the election of directors of such other corporation is held by the Corporation, shall be voted at any meeting or counted in determining the total number of outstanding shares at any given time.

## **§ 6.7      Who May Vote**

As more specifically governed in the Bylaws, the following persons and/or parties may vote:

### **¶ 6.7.1      Proxy/Attorney-in-Fact.**

A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy;

### **¶ 6.7.2      Shares Held by Second Corporation.**

Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent or proxy as the Bylaws of such other corporation may prescribe, or, in the absence of such provision, as the Board of such other corporation may determine;

### **¶ 6.7.3      Administrators, Executors, Guardians and/or Conservators.**

Shares held by an administrator, executor, guardian or conservator may be voted by him either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name;

### **¶ 6.7.4      Pledged Shares.**

A shareholder whose shares are pledged shall be entitled to vote such shares

until the shares have been transferred into the name of the pledgee, and thereafter the pledge shall be entitled to vote the shares so transferred;

¶ 6.7.5      Redemption of Redeemable Shares.

On and after the date on which written notice of redemption of redeemable shares has been mailed to the holders thereof and a sum sufficient to redeem such shares has been deposited with a bank or trust company with irrevocable instruction and authority to pay the redemption price to the holders thereof upon surrender of certificates therefor, such shares shall not be entitled to vote on any matter and shall not be deemed to be outstanding shares.

¶ 6.7.6      Waiver

Whenever any notice is required to be given to any shareholder under the provisions of a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, such waiver shall be equivalent to the giving of such notice.

**§ 6.8      Voting Trusts**

- ¶ 6.8.1      Any number of shareholders of the Corporation may create a voting trust for the purpose of conferring upon a trustee or trustees the right to vote or otherwise represent their shares, for a period of not to exceed ten (10) years, by entering into a written voting trust agreement specifying the terms and conditions of the voting trust, by depositing a counterpart of the agreement with the Corporation at its registered office, and by transferring their shares to such trustee or trustees for the purposes of the agreement.
- ¶ 6.8.2      Such trustee or trustees shall keep a record of the holders of voting trust certificates evidencing a beneficial interest in the voting trust, giving the names and addresses of all such holders and the number and class of the shares in respect of which the voting trust certificates held by each are issued, and shall deposit a copy of such record with the Corporation at its registered office.
- ¶ 6.8.3      The counterpart of the voting trust agreement and the copy of such record so deposited with the Corporation shall be

subject to the same right of examination by a shareholder of the Corporation, in person or by agent or attorney, as are the books and records of the Corporation, and such counterpart and such copy of such record shall be subject to examination by any holder of record of voting trust certificates, either in person or by agent or attorney, at any reasonable time for any proper purpose.

**§ 6.9      Shareholder Agreements**

Agreements among shareholders regarding the voting of their shares shall be valid and enforceable in accordance with their terms. Such agreements shall not be subject to the provisions of this Article regarding voting trusts.

**§ 6.10      Cumulative Voting**

As to the election of a Board, the shareholders of common stock shall have the following right: such shareholders may vote the number of shares owned by him/her for as many persons as there are directors to be elected and for whose election he/she has a right to vote, or to cumulate his votes by giving 1 candidate as many votes as the number of such directors multiplied by the number of his shares, or by distributing his votes on the same principle among any number of the candidates.

**ARTICLE VII  
AMENDMENT OF ARTICLES OF INCORPORATION**

**§ 7.1      Amendments to Articles without Shareholder Action**

The Corporation's Board may adopt one (1) or more amendments to these Articles without shareholder action:

- ¶ 7.1.1      To extend the duration of the Corporation if it was incorporated at a time when limited duration was required by law;
- ¶ 7.1.2      To delete the names and addresses of the initial directors;
- ¶ 7.1.3      To delete the name and address of the initial registered agent or registered office, if a statement of change is on file or if an annual report has been filed with the secretary of

state;

- ¶ 7.1.4 To change each issued and unissued authorized share of an outstanding class into a greater number of whole shares if the Corporation has only shares of that class outstanding;
- ¶ 7.1.5 To change the corporate name by substituting "corporation," "incorporated," "company," "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.," for a similar word or abbreviation in the name, or by adding, deleting or changing a geographical attribution for the name;
- ¶ 7.1.6 To reduce the number of authorized shares solely as a result of a cancellation of treasury shares; or
- ¶ 7.1.7 To make any other change expressly permitted by Idaho Business Corporation Act, as amended, to be made without shareholder action.

## **§ 7.2      Amendments to Articles with Shareholder Action**

Unless a higher percentage is required in either these Articles, the Bylaws or applicable law, upon approval by a majority of the shareholders eligible to vote and present at a general meeting or special meeting of the shareholders, the Board may amend these Articles:

- ¶ 7.2.1 To change, enlarge or diminish its corporate purposes;
- ¶ 7.2.2 To limit, deny or grant to shareholders of any class the preemptive right to acquire additional or treasury shares of the Corporation, whether then or thereafter authorized;
- ¶ 7.2.3 To increase or decrease the par value of the authorized shares of any class having a par value, whether issued or unissued;
- ¶ 7.2.4 To exchange, classify, reclassify or cancel all or any part of its shares, whether issued or unissued;
- ¶ 7.2.5 To change the designation of all or any part of its shares, whether issued or unissued, and to change the preferences,

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limitations, and the relative rights in respect of all or any part of its shares, whether issued or unissued;

- ¶ 7.2.6 To change shares having par value, whether issued or unissued, into the same or a different number of shares without par value, and to change shares without par value, and to change shares without par value, whether issued or unissued, into the same or a different number of shares having a par value;
- ¶ 7.2.7 To change the shares of any class, whether issued or unissued, and whether with or without par value, into a different number of shares of the same class or into the same or a different number of shares, either with or without par value, of other classes;
- ¶ 7.2.8 To create new classes of shares having rights and preferences either prior and superior or subordinate and inferior to the shares of any class then authorized, whether issued or unissued;
- ¶ 7.2.9 To cancel or otherwise affect the right of the holders of the shares of any class to receive dividends which have accrued but have not been declared;
- ¶ 7.2.10 To divide any preferred or special class of shares whether issued or unissued, into series and fix and determine the designations of such series and the variations in the relative rights and preferences as between the shares of such series;
- ¶ 7.2.11 To authorize the Board to establish, out of authorized but unissued shares, series of any preferred or special class of shares and fix and determine the relative rights and preferences of the shares of any series so established;
- ¶ 7.2.12 To authorize the Board to fix and determine the relative rights and preferences of the authorized but unissued shares of series theretofore established in respect of which either the relative rights and preferences have not been fixed and determined or the relative rights and preferences

therefore fixed and determined are to be changed; and/or,

- ¶ 7.2.13 To revoke, diminish, or enlarge the authority of the Board to establish series out of authorized but unissued shares of any preferred or special class and fix and determine the relative rights and preferences of the shares of any series so established.

**§ 7.3      Manner of Amending Articles by Board and Shareholders**

Amendments to these Articles shall be made in the following manner:

- ¶ 7.3.1 The Board may propose one (1) or more amendments to these Articles for submission to the shareholders;
- ¶ 7.3.2 The Board shall adopt a resolution setting forth the proposed amendment(s) and, if shares have been issued, directing that it be submitted to consideration by the shareholders, which may be either the annual (general) meeting or at a special meeting;
- ¶ 7.3.3 For the amendment to be adopted by the shareholders:
- (a) The Board must recommend the amendment to the shareholders unless the Board determines that because of conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment; and
  - (b) The shareholders entitled to vote on the amendment must approve the amendment as provided in subsection (5) of this section;
- ¶ 7.3.4 The Board may condition its submission of the proposed amendment on any basis;
- ¶ 7.3.5 Unless waived, the Corporation shall notify each shareholder, whether or not entitled to vote, of the proposed shareholders' meeting in accordance with Idaho Code § 30-1-705. The notice of meeting must:

- (a) state the purpose, or one (1) of the purposes, of the meeting is to consider the proposed amendment; and
  - (b) contain or be accompanied by a copy or summary of each amendment to be considered by the shareholders;
- ¶ 7.3.6 If the meeting be an annual meeting, the proposed amendment and such summary may be included in the notice of that annual meeting
- ¶ 7.3.7 Unless these Articles, the Bylaws, or applicable law, or the Board, acting pursuant to subsection ¶ 7.3.3 above, requires a greater vote or a vote by voting groups, the amendment to be adopted must be approved by:
- (a) A majority of the votes entitled to be cast a vote on the amendment by any voting group with respect to which the amendment would create dissenters' rights; and
  - (b) The votes required by Idaho Code §§ 30-1-725 and 30-1-726, by every other voting group entitled to vote on the amendment;
- ¶ 7.3.8 If the Corporation has not yet issued shares, either its incorporators or its Board may adopt one (1) or more amendments to these Articles and the provisions for adoption by shareholders shall not apply.
- ¶ 7.3.9 By consent or by meeting a vote of the shareholders entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon and then present, unless a higher percentage is required.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

#### **§ 8.1      Initial Directors**

The initial board of directors shall consist of two (2) directors and the names and addresses of the persons who shall serve as the initial directors until the first annual meeting of shareholders or until their successors be elected and qualified are:

**M. ANN JONES**

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380 East Park Center Blvd., Suite 100  
Boise, Idaho 83706

**DARYL E. JONES**

% Himberger Law Offices, Chtd.  
380 East Park Center Blvd., Suite 100  
Boise, Idaho 83706

**§ 8.2        Number of Directors**

- ¶ 8.2.1        The Board shall consist of one or more members;
- ¶ 8.2.2        The number of directors shall be fixed by, or in the manner provided in, the Bylaws, except as to the number constituting the initial Board, which number has been fixed by these Articles;
- ¶ 8.2.3        The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in these Articles or the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director; and
- ¶ 8.2.4        In the absence of a Bylaw providing for the number of directors, the number shall be the same as that provided for in these Articles.

**ARTICLE IX  
SPECIAL PERCENTAGE FOR BOARD QUORUM**

**§ 9.1        Board Quorum**

A quorum shall consist of a majority of the members of the Board then in office.



## **ARTICLE X BOARD OF DIRECTOR MEETINGS**

### **§ 10.1      Voting**

- ¶ 10.1.1      A majority of the number of directors fixed by or in the manner provided in the Bylaws or in the absence of a Bylaw fixing or providing for the number of directors, then the number stated in these Articles, shall constitute a quorum for the transaction of business unless a greater number is required by the Bylaws.
- ¶ 10.1.2      The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the Bylaws.
- ¶ 10.1.3      At all meetings of the Board all questions shall be decided by a majority of votes, but, in case of an equality of votes, the president shall have a second or deciding vote.

### **§ 10.2      Place**

Meetings of the Board, regular or special, may be held either within or without this state.

### **§ 10.3      Notice**

#### ¶ 10.3.1      Regular Meetings

Regular meetings of the Board may be held with or without notice as prescribed in the Bylaws.

#### ¶ 10.3.2      Special Meetings

Special meetings of the Board designated thereby shall be held upon such notice as is prescribed in the Bylaws.

#### ¶ 10.3.3      Attendance Not Waiver

Attendance of a director at a meeting shall not constitute a waiver of notice of such meeting if such attendance is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

¶ 10.3.4      Content of Notice

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless required by the Bylaws.

**§ 10.4      Conference Telephone Calls**

Except as may be otherwise restricted by these Articles or by the Bylaws, members of the Board may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

**§ 10.5      Consent Actions**

Unless otherwise provided by the Bylaws, any action 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 may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the directors. Such consent shall have the same effect as a unanimous vote.

**§ 10.6      Powers and Qualifications**

- ¶ 10.6.1      All corporate powers shall be exercised by or under authority of, and the business affairs of the Corporation shall be managed under the direction of the Board.
- ¶ 10.6.2      Directors need not be residents of this state or shareholders of the Corporation unless the Bylaws so require.
- ¶ 10.6.3      The Bylaws may prescribe other qualifications for directors.

**§ 10.7      Term**

- ¶ 10.7.1      The members of the first Board shall hold office until the first

annual meeting of shareholders and until their successors shall have been elected and qualified.

¶ 10.7.2 At the first annual meeting of shareholders and at each annual meeting thereafter the shareholders shall elect directors to hold office until the next succeeding annual meeting, except in case of the classification of directors.

¶ 10.7.3 Each director shall hold office for the term for which he is elected until his successor shall have been elected and qualified.

#### **§ 10.8 Vacancy**

¶ 10.8.1 Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board.

¶ 10.8.2 A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

¶ 10.8.3 Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board for a term of office continuing only until the next election of directors by the shareholders.

#### **§ 10.9 Removal of Directors**

¶ 10.9.1 By consent or at a meeting of shareholders called expressly for that purpose, directors may be removed by vote of the shareholder.

¶ 10.9.2 Any director or the entire Board may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

#### **§ 10.10 Removal of Officers**

¶ 10.10.1 Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall

be without prejudice to the contract rights, if any, of the person so removed.

- ¶ 10.10.2 Election or appointment of an officer or agent shall not of itself create contract rights.

## **ARTICLE XI BYLAWS**

### **§ 11.1      Initial Bylaws**

- ¶ 11.1.1 The initial Bylaws of the Corporation shall be adopted by the Board.
- ¶ 11.1.2 The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the shareholders, shall be vested in the Board.
- ¶ 11.1.3 The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles.

### **§ 11.2      Officers**

- ¶ 11.2.1 The officers of the Corporation shall consist of a president, one or more vice presidents as may be prescribed by the Bylaws, a secretary, and a treasurer, each of whom shall be elected by the Board at such time and in such manner as may be prescribed by the Bylaws.
- ¶ 11.2.2 Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board or chosen in such other manner as may be prescribed by the Bylaws.
- ¶ 11.2.3 Any two or more offices may be held by the same person, except the offices of president and secretary.
- ¶ 11.2.4 All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the

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Corporation as may be provided in the Bylaws, or as may be determined by resolution of the Board not inconsistent with the Bylaws.

## **ARTICLE XII DIVIDENDS**

### **§ 12.1      Dividends in General**

- ¶ 12.1.1      The Board may, from time to time, declare and the Corporation may pay dividends in cash, property, or its own shares, except when the Corporation is insolvent or when the payment thereof would render the Corporation insolvent, subject to the following provisions;
- ¶ 12.1.2      Dividends may be declared and paid in cash or property only out of the unreserved and unrestricted earned surplus of the Corporation, or out of the unreserved and unrestricted net earnings of the current fiscal year and the next preceding fiscal year taken as a single period, except as otherwise provided in this section.

## **ARTICLE XIII CHANGES IN BALANCE SHEET**

### **§ 13.1      Increase in Stated Capital**

The capital surplus of the Corporation may be increased from time to time by resolution of the Board directing that all or a part of the earned surplus of the Corporation be transferred to capital surplus.

### **§ 13.2      Elimination of Deficits**

The Corporation may, by Board resolution, apply any part or all of its capital surplus to the reduction or elimination of any deficit arising from losses, however incurred, but only after first eliminating the earned surplus, if any, of the Corporation by applying such losses against earned surplus and only to the extent that such losses exceed the earned surplus, if any. Each such application of capital surplus shall, to the extent thereof, effect a reduction of capital surplus.

**§ 13.3      Creation of Reserves**

The Corporation may, by Board resolution, create a reserve or reserves out of its earned surplus for any proper purpose or purposes, and may abolish any such reserve in the same manner.

**ARTICLE XIV  
RECORD BOOK AND FINANCIAL STATEMENTS**

**§ 14.1      Books**

¶ 14.1.1      The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its shareholders and Board and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of the shares held by each.

¶ 14.1.2      Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

**§ 14.2      Inspection of Books**

Any person who shall have been a holder of record of shares or of voting trust certificates therefor at least six (6) months immediately preceding his demand or shall be the holder of record of, or the holder of record of voting trust certificates for at least six (6) months and who shall own at least five percent of all the outstanding shares of the Corporation, upon written demand stating the purpose thereof, shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose the Corporation's relevant books and records of accounts, minutes, and the record of shareholders and to make extracts therefrom.

**§ 14.3      Financial Statements**

Upon the written request of any shareholder or holder of voting trust certificates for shares of the Corporation, the Corporation shall mail to such shareholder or holder of voting trust certificates its most recent financial statements showing in reasonable

detail its assets and liabilities and the results of its operations.

## **ARTICLE XV CONFLICTS IN INTEREST**

### **§ 15.1      Contracts With Directors and Officers**

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 because of such relationship or interest or because such director or directors are present at the meeting of the Board 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:

- ¶ 15.1.1      the fact of such relationship or interest is disclosed or known to the Board 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
- ¶ 15.1.2      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
- ¶ 15.1.3      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 which authorizes, approves or ratifies such contract or transaction.

### **§ 15.2      Lending to Directors**

The Corporation shall not lend money to or use its credit to assist its directors without authorization in the particular case by its shareholders, but may lend money to and use its credit to assist any employee of the Corporation or of a subsidiary, including any such employee who is a director of the Corporation, if the Board decides that such loan or assistance may benefit the Corporation.

## **ARTICLE XVI PREEMPTIVE RIGHTS**

### **§ 16.1      Preemptive Rights**

Except to the extent limited or denied by this section 15.1 or elsewhere in these Articles, shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

### **§ 16.2      Uniform Terms and Conditions**

The shareholders of the corporation have a preemptive right, granted on uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the corporation's unissued shares upon the decision of the board of directors to issue them.

### **§ 16.3      Waiver**

A shareholder may waive his preemptive right. A waiver evidenced by a writing is irrevocable even though it is not supported by consideration.

### **§ 16.4      Exceptions to Preemptive Right**

There is no preemptive right with respect to:

- ¶ 16.4.1      Shares issued as compensation to directors, officers, agents or employees of the corporation, its subsidiaries or affiliates;
- ¶ 16.4.2      Shares issued to satisfy conversion rights or option rights created to provide compensation to directors, officers, agents or employees of the corporation, its subsidiaries or affiliates;
- ¶ 16.4.3      Shares authorized in these Articles that are issued within six (6) months from the effective date of incorporation;
- ¶ 16.4.4      Shares sold otherwise than for money.



- ¶ 16.4.5 Holders of shares of any class without general voting rights but with preferential rights to distributions or assets have no preemptive rights with respect to shares of any class.
- ¶ 16.4.6 Holders of shares of any class with general voting rights but without preferential rights to distributions or assets have no preemptive rights with respect to shares of any class with preferential rights to distributions or assets unless the shares with preferential rights are convertible into or carry a right to subscribe for or acquire shares without preferential rights.
- ¶ 16.4.7 Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of one (1) year after being offered to shareholders at a consideration set by the board of directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of one (1) year is subject to the shareholders' preemptive rights.

**§ 16.5      "Shares"**

For purposes of this Article XVI, "shares" includes a security convertible into or carrying a right to subscribe for or acquire shares.

**ARTICLE XVII  
INDEMNIFICATION OF DIRECTORS,  
OFFICERS, EMPLOYEES AND AGENTS**

**§ 17.1      Indemnification**

¶ 17.1.1      Definitions

For purposes of section 17.1:

- (a) "Corporation" includes any domestic or foreign predecessor entity of a corporation in a merger.
- (b) "Director" or "officer" means an individual who is or was a

director or officer, respectively, of a corporation or who, while a director or officer of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan or other entity. A director or officer is considered to be serving an employee benefit plan at the corporation's request if his duties to the corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan. "Director" or "officer" includes, unless the context requires otherwise, the estate or personal representative of a director or officer.

- (c) "Disinterested director" means a director who, at the time of a vote referred to in section 30-1-853(3), Idaho Code, or a vote or selection referred to in section 30-1-855(2) or (3), Idaho Code, is not:
  - (i) A party to the proceeding; or
  - (ii) An individual having a familial, financial, professional or employment relationship with the director whose indemnification or advance for expenses is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the director's judgment when voting on the decision being made.
- (d) "Expenses" includes counsel fees.
- (e) "Liability" means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.
- (f) "Official capacity" means:
  - (i) When used with respect to a director, the office of director in a corporation; and

- (ii) When used with respect to an officer, as contemplated in section 30-1-856, Idaho Code, the office in a corporation held by the officer.
- (iii) "Official capacity" does not include service for any other domestic or foreign corporation or any partnership, joint venture, trust, employee benefit plan or other entity.
- (g) "Party" means an individual who was, is or is threatened to be made, a defendant or respondent in a proceeding.
- (h) "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative and whether formal or informal.

¶ 17.1.2 Mandatory Indemnification

The Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which she was a party because she was a director of the Corporation against reasonable expenses incurred by her in connection with the proceeding.

¶ 17.1.3 Permissive Indemnification

- (a) The Corporation may indemnify an individual who is a party to a proceeding because he is a director against liability incurred in the proceeding if:
  - (i) She conducted herself in good faith; and
  - (ii) She reasonably believed:
    - (A) In the case of conduct in her official capacity, that her conduct was in the best interests of the Corporation; and,
    - (B) In all cases, that her conduct was at least not opposed to the best interests of the Corporation; and

- (C) In the case of any criminal proceeding, she had no reasonable cause to believe his conduct was unlawful; or
  - (iii) She engaged in conduct for which broader indemnification has been made permissible or obligatory under a provision of these Articles.
- (b) A director's conduct with respect to an employee plan for a purpose she reasonably believed to be in the best interests of the participants in, and the beneficiaries of, the plan is conduct that satisfies the requirement that her conduct was at least not opposed to the best interests of the Corporation;
- (c) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the director did not meet the relevant standard of conduct described herein.
- (d) Unless ordered by a court under, the Corporation may not indemnify a director:
  - (i) In connection with a proceeding by or in the right of the Corporation, *except* for reasonable expenses incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct under subparagraph (a)(1) of this paragraph 17.1.3; or
  - (ii) In connection with any proceeding with respect to conduct for which she was adjudged liable on the basis that she received a financial benefit to which she was not entitled, whether or not involving action in her official capacity.

¶ 17.1.4 Advance of Expenses

- (a) The corporation may, before final disposition of a proceeding, advance funds to pay for or reimburse the

reasonable expenses incurred by a director who is a party to a proceeding because she is a director if she delivers to the Corporation:

- (i) A written affirmation of her good faith belief that she has met the relevant standard of conduct, or that the proceeding involves conduct for which liability has been eliminated under a provision of these Articles; and,
  - (ii) Her written undertaking to repay any funds advanced if she is not entitled to mandatory indemnification under section 17.2 *supra*, and it is ultimately determined that she has not met the relevant standard of conduct described in ¶17.1.3. *supra*.
- (b) The undertaking required by subparagraph 17.1.4(a)(ii) *supra* must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to the financial ability of the director to make repayment.
- (c) Authorizations under this paragraph 17.1.4 shall be made:
- (i) By the Board:
    - (A) If there are two (2) or more disinterested directors, by a majority vote of all the disinterested directors, a majority of whom shall for such purposes constitute a quorum, or by a majority of the members of a committee of two (2) or more disinterested directors appointed by such a vote; or
    - (B) If there are fewer than two (2) disinterested directors, by the vote necessary for action by the board in accordance with section 30-1-824(3), Idaho Code, in which authorization directors who do not qualify as disinterested directors may participate; or,

- (ii) By the shareholders, but shares owned by or voted under the control of a director who at the time does not qualify as a disinterested director may not be voted on the authorization.

¶ 17.1.5 Determination and Authorization of Indemnification

- (a) The Corporation may not indemnify a director under subparagraph 17.1.3 *supra*, unless authorized for a specific proceeding after a determination has been made that indemnification of the director is permissible because she has met the relevant standard of conduct set forth in said subparagraph.
- (b) The determination shall be made:
  - (i) If there are two (2) or more disinterested directors, by the Board by a majority vote of all the disinterested directors, (a majority of whom shall for such purpose constitute a quorum), or by a majority of the members of a committee of two (2) or more disinterested directors appointed by such a vote;
  - (ii) By special legal counsel:
    - (A) Selected in the manner prescribed in paragraph (i) of this subsection (b); or
    - (B) If there are fewer than two (2) disinterested directors, selected by the board of directors (in which selection directors who do not qualify as disinterested directors may participate); or
  - (iii) By the shareholders, but shares owned by or voted under the control of a director who at the time does not qualify as a disinterested director may not be voted on the determination.
- (c) Authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible, except that if there are fewer than two (2)

disinterested directors or if the determination is made by special legal counsel, authorization of indemnification shall be made by those entitled under ¶17.1.5.(b)(ii)(B) for selecting special legal counsel.

¶ 17.1.6      Officers

- (a) The Corporation may indemnify and advance expenses under this part to an officer of the Corporation who is a party to a proceeding because he is an officer of the Corporation.
  - (i) To the same extent as a director; and
  - (ii) If she is an officer but not a director, to such further extent as may be provided by these Articles, the Bylaws, a resolution of the Board, or contract *except* for:
    - (A) Liability in connection with a proceeding by or in the right of the Corporation other than for reasonable expenses incurred in connection with the proceeding; or
    - (B) Liability arising out of conduct that constitutes:
      - 1) Receipt by her of a financial benefit to which he is not entitled,
      - 2) An intentional infliction of harm on the corporation or the shareholders, or
      - 3) An intentional violation of criminal law.
- (b) The provisions of subparagraph 17.1.6(a) of this Article XVII shall apply to an officer who is also a director if the basis on which she is made a party to the proceeding is an act or omission solely as an officer.
- (c) An officer of the Corporation who is not a director shall be entitled to mandatory indemnification under section 30-1-852, Idaho Code, and may apply to a court under

Idaho Code § 30-1-854, for indemnification or an advance for expenses, in each case to the same extent to which a director may be entitled to indemnification or advance for expenses under those provisions.

**§ 17.2      Affect of Termination, Judgment, Settlement, Etc.**

The termination of any proceeding by judgment, order, settlement, 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 she 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 her conduct was unlawful.

**ARTICLE XVIII  
REGISTERED AGENT AND INITIAL OFFICE**

**§ 18.1      Registered Agent**

The name of the registered agent of the Corporation is The Law Office of Richard D. Himberger, P.C.

**§ 18.2      Registered Office**

**¶ 18.2.1      Address of initial registered office:**

The Law Office of Richard D. Himberger, P.C.  
380 East Park Center Blvd., Suite 100  
Boise, Idaho 83706

**¶ 18.2.2      Mailing address of initial registered office:**

Same as address in ¶18.2.1 immediately above.

**ARTICLE XIX  
INCORPORATORS**

**§ 19.1      Incorporators**

The name and address of the incorporator is as follows:

*ARTICLES OF INCORPORATION  
ANNOMALIES, LTD.*



M. Ann Jones  
% Himberger Law Offices, Chtd.  
380 East Park Center Blvd., Suite 100  
Boise, Idaho 83706

## **ARTICLE XX RULES OF CONSTRUCTION**

### **§ 20.1      Gender References.**

Words in any gender shall be deemed to include the other gender where applicable.

### **§ 20.2      Singular and Plural References.**

Words in the singular shall be deemed to include the plural and vice versa where applicable.

### **§ 20.3      Table of Contents, Headings and Paragraph Titles.**

The table of contents to these Articles, as well as any headings and paragraph titles in these Articles, are for guidance only and shall have no significance in the interpretation of these Articles.

## **ARTICLE XXI TERM**

### **§ 21.1      Term**

The term of existence of the Corporation shall be perpetual.

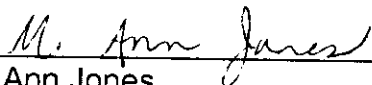
## **ARTICLE XXII EFFECTIVE DATE**

### **§ 22.1      Effective Date**

*ARTICLES OF INCORPORATION  
ANNOMALIES, LTD.*

The effective date of incorporation shall be December 14, 2000.

IN WITNESS WHEREOF, the undersigned, the incorporator of the above-named corporation, has hereunto signed these Articles on this 14<sup>th</sup> day of December, 2000.

  
\_\_\_\_\_  
M. Ann Jones  
% Himberger Law Offices, Chtd.  
380 East Park Center Blvd., Suite 100  
Boise, Idaho 83706