

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

G.C.U., INC.

was filed in the office of the Secretary of State on **October 5th**, 19 **77**

and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Twin Falls, Idaho** in the county of **Twin Falls**

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the State.

Done at Boise City, The Capital of Idaho, this **5th**
day of **October**, A.D., 19 **77**

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk

ARTICLES OF INCORPORATION

OF

G.C.U., INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 1, and we do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be G.C.U., Inc.

ARTICLE II

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III

The location of the registered office of this corporation shall be in Twin Falls, Idaho and the address of this corporation shall be 624 Blue Lakes Boulevard North.

ARTICLE IV

The nature of the business and the object and purpose of this corporation shall be as follows:

(a) To engage primarily in the business of selling, repairing and servicing of business machines and related equipment; to manage, maintain, lease, rent, sell develop, improve subdivide purchase, obtain options to purchase, sell, resell, or otherwise deal in with real property, either for the sole benefit of this corporation or as agent, partner, general partner or trustee as the case may be, of other persons, corporations, partnerships, limited partnerships, trusts, or any other legal entity.

(b) To purchase, own and hold the stock of other corporations, and to do every act and thing covered generally by the denomination "holding corporation", and especially to direct the operations of other corporations through the ownership of stock therein; to purchase, subscribe for, acquire, own hold, sell, exchange, assign, transfer, create security interests in, pledge or otherwise dispose of shares or voting trust certificates for shares of the capital stock or any bonds, notes, securities, or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or district or country, nation, or government and also bonds or evidences of indebtedness of the United States or of any state, district, territory, dependency or country or subdivision or municipality thereof; to issue in exchange therefore shares of the capital stock, bonds, notes, or other obligations of the corporation and while the owner thereof to exercise all the rights, powers, and privileges of ownership including the right to vote on any shares of stock or voting trust certificates so owned; to promote, lend money to, and guarantee the dividends, stocks, bonds, notes, evidences of indebtedness, contracts or other obligations of, and otherwise aid in any manner which shall be lawful, any corporation or association of which any bonds, stocks, voting trust certificates, or other securities or evidences of indebtedness shall be held by or for this corporation, or in which, or in the welfare of which, this corporation shall have an interest, and to do any acts and things permitted by law and designed to protect, preserve, improve or enhance the value of any such bonds, stocks or other securities or evidences of indebtedness or the property of this corporation.

(c) To manufacture, fabricate, assemble, to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease and otherwise dispose of, and to

invest, trade, deal in and with goods, wares and merchandise and supplies and all other personal property of every class and description.

(d) To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities or any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise (i) by purchase of the assets thereof wholly or in part, (ii) by acquisition of the shares or any part thereof, or (iii) in any manner, and to pay for the same in cash or in shares or bonds or other evidence of indebtedness of this corporation, or otherwise; hold, maintain, and operate, or in any manner dispose of, the whole or any part of the goodwill, business rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(e) To take, purchase, and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks, and trade names, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

(f) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(g) To become a partner (either general or limited, or both) and to enter into agreements of partnership, joint venture, or other arrangements for sharing profits and otherwise participating in any enterprise, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.

(h) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right or privilege, prerogative or power conferred by, acquired under, or granted by any statute, ordinance, order, license, power, authority or governmental agency or corporation or other public body, may be empowered to enact or make or grant; to pay for, aid in, and contribute toward carrying the same into effect, and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

(i) To subscribe, or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kinds, or any part thereof, of any other corporation or corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units or interest in, or in respect of any trust estate now or hereafter existing, and whether created by the laws of the State of Idaho or of any other state, territory, or country; and to operate, manage and control such

properties, or any of them, either in the name of such other corporation or corporations, or in the name of this corporation, and while the owner of any of said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(j) To promote, or to aid in any manner financially or otherwise, any person, firm, corporation or association of which shares of stock, bonds, notes, debentures or other securities or evidences of indebtedness are held, directly or indirectly, by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(k) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking or as including the business purposes of a commercial bank, savings bank or trust company.

(l) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of Idaho as the same are now in force, or may be hereafter amended.

(m) To purchase, acquire, take, hold, own, use and enjoy and to sell, lease, transfer, pledge, mortgage, convey,

grant, assign or otherwise dispose of any, generally, to invest, trade, deal in and with oil royalties, mineral rights of all kinds, oil, gas and mineral leases and all rights and interests therein and, in general, products of the earth and deposits, both subsoil and surface, of every nature and description.

(n) To carry on any business whatsoever, either as principal or as agent, or both, or as a partnership, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state and other states; in the District of Columbia, in the territories and colonies of the United States and in foreign countries.

(o) To have, exercise, use and employ the authority specified in Section 30-114, Idaho Code, and to have, exercise, use and employ any or all of the same, and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate one or more agencies or other places of business within and without said state, and within or without said United States of America.

ARTICLE V

That the total authorized number of par value shares of this corporation shall be 25,000 shares, each of a par value of One Dollar (\$1.00) and of the aggregate par value of Twenty Five Thousand Dollars (\$25,000.00) which said shares shall be common stock and shall not be subject to assessment.

ARTICLE VI

That the names and post office address of each of the incorporators, and the number of shares subscribed by each

set opposite their respective names are:

NAME	ADDRESS	NO. SHARES	AMOUNT
William N. Gault	624 Blue Lakes Boulevard North	One	\$1.00
Helen Gault	624 Blue Lakes Boulevard North	One	\$1.00
John W. Forsloff	624 Blue Lakes Boulevard North	One	\$1.00

ARTICLE VII

The first Board of Directors shall consist of three (3) directors, but during their term of office, of thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be less than three (3) nor more than seven (7).

ARTICLE VIII

The By-Laws can be repealed or ammended only upon a vote of 75% of the shareholders.

ARTICLE IX

All or any meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

IN WITNESS WHEREOF, we have signed in triplicate these Articles this 28th day of Sept, 1977.

William N. Gault
William N. Gault

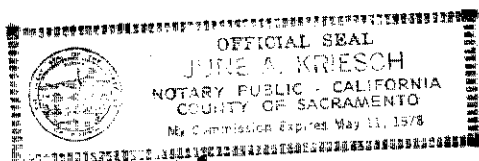
Helen Gault
Helen Gault

John W. Forsloff
John W. Forsloff

STATE OF ~~IDAHO~~ ^{California})
) SS:
County of ~~Ada~~ ^{Sacramento})

On this 28th day of September, 1977, before me, the undersigned, a Notary Public in and for the said State of ~~IDAHO~~ ^{CALIF.}, personally appeared WILLIAM N. GAULT, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

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

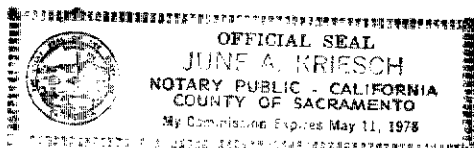


June A. Kriesch
NOTARY PUBLIC FOR ~~IDAHO~~ ^{California}
Residing at: 1848 Fulton Ave.
Sacramento CA.

STATE OF ~~IDAHO~~ ^{California})
) SS:
County of ~~Ada~~ ^{Sacramento})

On this 28th day of September, 1977, before me, the undersigned, a Notary Public in and for said State of ~~IDAHO~~ ^{CALIF.}, personally appeared HELEN GAULT, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that she executed the same.

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



June A. Kriesch
NOTARY PUBLIC FOR ~~IDAHO~~ ^{California}
Residing at: Sacramento, CA.

STATE OF IDAHO)
) SS:
County of Twin Falls)

On this 22nd day of June, 1977, before me, the undersigned, a Notary Public in and for said State of Idaho, personally appeared JOHN W. FORSLOFF, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

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

L. Kent Taylor
NOTARY PUBLIC FOR IDAHO
Residing at Twin Falls, Idaho