

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

**THE ITCENTER, INC.**

The undersigned natural person of the age of eighteen (18) years or more, acting as an Incorporator under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

The name of this corporation is The ITCenter, Inc. and its duration shall be perpetual.

**ARTICLE II**

The purposes for which the corporation is organized are to engage in any lawful activities for which corporations may be organized under the Act.

**ARTICLE III**

1. The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED THOUSAND (100,000) common voting shares with no par value.

2. Shareholders shall have preemptive rights.

3. No Shareholder shall be entitled to cumulate his/her votes for election of Directors.

4. At any meeting of the Shareholders, the holders of a majority of all the outstanding voting shares of the capital stock of this corporation, present in person or represented by proxy, shall constitute a quorum of the Shareholders for all purposes.

5. The corporation shall have the right to purchase its own shares as provided by the Act.

**ARTICLE IV**

1. The address of the initial registered office of the corporation is 99 E. State Street, Suite 200, Eagle, Idaho 83616 and the name of its initial registered agent at such address is Molly O'Leary.

2. The number of Directors of the corporation shall be fixed by the Bylaws of this corporation. The number of Directors constituting the initial Board of Directors of the corporation is two (2). The names and the addresses of the initial directors appointed to serve

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until the first annual meeting of the shareholders or until their successors are elected and qualified to serve are as follows:

<u>Director</u>	<u>Address</u>
Deborah J. Marlor	5989 W. State Street Boise, Idaho 83703
Hugh T. Marlor	5989 W. State Street Boise, Idaho 83703

3. Vacancies on the Board of Directors shall be filled by the affirmative vote of the remaining Directors even though less than a quorum. All other requirements for filling such vacancies shall be established by the Bylaws of this corporation.

4. All or any number of the Directors may be removed, with or without cause, at a meeting expressly called for that purpose by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors.

#### ARTICLE V

Contracts or transactions of the corporation with an interested Director or Officer shall be valid as provided by the Act. The presence of such interested Director shall count toward a quorum and he may vote in favor of the transaction.

#### ARTICLE VI

No Director shall be liable to the Corporation or its Shareholders for monetary damages for breach of fiduciary duty as a Director except for the following:

1. In breach of the Directors duty of loyalty to the Corporation or its Shareholders
2. For acts or omission not in good-faith which involve intentional misconduct or a knowing violation of law any unlawful distribution made in violation of the Act or a successors statute or these Articles of Incorporation to the extent that the distribution exceeds what could have been distributed without violating either the Act or the Articles of Incorporation; any transaction from which the Director derived an improper personal benefit.

## ARTICLE VII

1. The Corporation may indemnify, to the fullest extent provided in the Act, any Director or Officer who was or is a party or is threatened to be made a party to any proceeding by reason of or arising from the fact that he is or was a Director or Officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.

2. The Corporation shall pay for or reimburse the reasonable expenses incurred by a Director or Officer who is a party to a proceeding in advance of final disposition of the proceeding as provided in the Act.

3. The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the Shareholders or Board of Directors or otherwise.

## ARTICLE VIII

The name and address of the person to whom the Secretary of State may mail notices required by the Act is:

<u>Name</u>	<u>Address</u>
Molly O'Leary	99 E. State Street Suite 200 Eagle, Idaho 83616

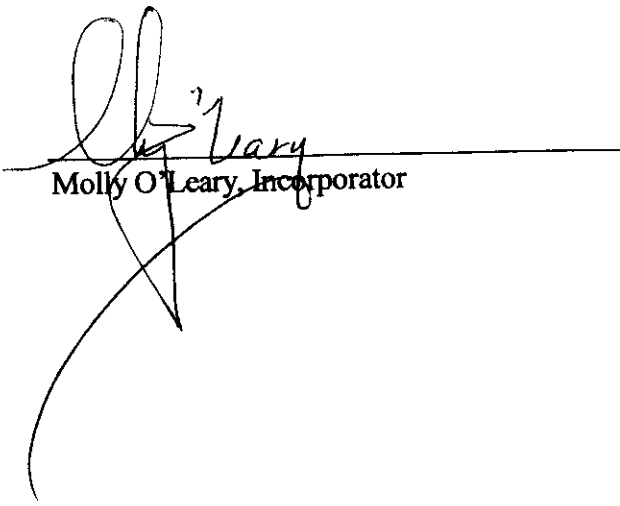
## ARTICLE IX

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Molly O'Leary	99 E. State Street Suite 200 Eagle, Idaho 83616

I, the undersigned Incorporator, declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

DATED this 10<sup>th</sup> day of February, 2004.



Molly O'Leary, Incorporator