

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SYNDESIS, LTD.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **March 23, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zekala*

**ARTICLES OF INCORPORATION
OF
SYNDESIS, LTD.
An Idaho Corporation**

**May 23 8 06 AM '90
SECRETARY OF STATE**

WE, THE UNDERSIGNED, being persons of full age, and legally competent to enter into contracts, for the purpose of forming a private corporation under and pursuant to the Laws of the State of Idaho, do hereby adopt the following Articles of Incorporation :

I. CORPORATE NAME : The name assumed by the corporation and by which it shall be known is : **SYNDESIS, LTD.**

II. PURPOSES : The purposes of this Corporation are :

(1) To engage in the business of providing management and organizational consultation, education and training, and project direction, as well as any tangible products relating thereto, with the goal of serving with quality-effectiveness in guiding and improving a wide range of individual and group circumstances and activities, both socially and economically.

(2) To buy, sell, manage, and operate any property on its own account or as an agent for others.

(3) To engage in the business of providing management and organizational consultation, education and training, and project direction both within and without the State of Idaho as may be permitted by law.

(4) To transact the business of investing on behalf of itself, any part of its capital and such additional funds as it may obtain or any

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interest therein, either as tenants in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or any interest therein.

(5) To appoint such officers, employees, and agents as the business of the Corporation may require and to allow them compensation.

(6) To issue shares and to admit shareholders, and to engage in all transactions incident to the same.

(7) To purchase the shares of other corporations, or to purchase its own shares.

(8) To make accommodation guarantees, endorsements, or contracts of suretyship.

(9) To enter into a partnership or joint venture to carry out any business purpose for which this Corporation is organized.

(10) To engage in any activity or to do anything with the objects and purposes hereinbefore mentioned that may be necessary or proper to accomplish successfully or promote the said objects and purposes. The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the power of the Corporation to do any of the things within the purview of its general powers.

III. DURATION : The period of this Corporation is perpetual.

IV. REGISTERED OFFICE : The initial registered agent and the address of the initial registered office of the Corporation in the State of Idaho are Dr. Alan J. Burnes and 1317 West Hays Street, Boise, Idaho 83702, respectively.

V. TOTAL AUTHORIZED SHARES : The total authorized number of shares is twenty-five (25).

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VI. COMMON STOCK—NO PAR VALUE : The capital stock of the Corporation consists of twenty-five (25) shares of common stock, no par value.

At every meeting of the shareholders, every holder of common stock of the Corporation shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. At each election of directors, every holder of the common stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for those whose election he has a right to vote.

VII. TRANSFER OF SHARES : The shares of the Corporation shall be transferable only on the books of the Corporation, only to the Corporation, and upon surrender of the certificate or certificates representing the same, properly endorsed by the registered holder of the same or by his duly authorized representative.

VIII. INCORPORATORS AND DIRECTORS : The name and address of each Incorporator/Director, and the number of common stock shares for which each subscribes, is as follows :

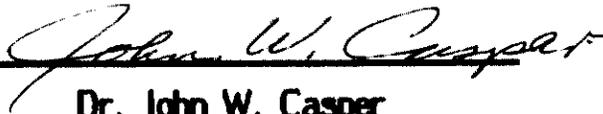
<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Dr. Alan J. Burnes	1317 West Hays St. Boise, Idaho 83702	5
Dr. John W. Casper	1553 Beverly Rd. Idaho Falls, Idaho 83402	5
Eldon V. Chittick	1009 Parkwood Lane Coeur d'Alene, Idaho 83814	5
Milton G. Klein	2275 Sunny Lane Star, Idaho 83669	5

IX. BY-LAWS :The Board of Directors is authorized and empowered to make, alter, amend, and rescind the By-Laws of the Corporation, but By-Laws made by the Board may be altered or repealed, and new By-Laws made, by the shareholders.

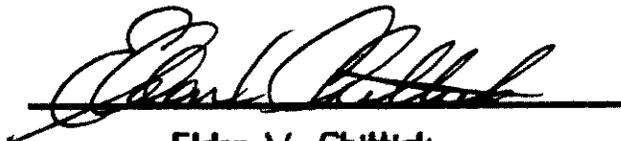
IN WITNESS WHEREOF, we, the undersigned, being each of the original Incorporators, Directors, and subscribers to the capital stock hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Idaho, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this 22ND day of March, 1990.



Dr. Alan J. Burnes



Dr. John W. Casper



Eldon V. Chittick



Milton G. Klein