

**FILED/EFFECTIVE**

**ARTICLES OF INCORPORATION**

**proSWAT, INC.**

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

IDAHO SECRETARY OF STATE  
JUN 06/08/2001 09:00 AM  
CK: 6890 CT: 2002 INL-401542  
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**ARTICLE 1  
NAME OF THE CORPORATION**

The name of the corporation is proSWAT, Inc. ("Corporation").

**ARTICLE 2  
DURATION**

The period of the corporation's duration is perpetual.

**ARTICLE 3  
PURPOSES OF THE CORPORATION**

The Corporation may do any acts and perform any business permitted by the Idaho Business Corporation Act.

**ARTICLE 4  
SHARES**

**Section 4.1 Authorized Shares.** This corporation is authorized to issue two classes of stock designated, respectively, "Preferred Stock" and "Common Stock". This corporation is authorized to issue a total of three million (3,000,000) shares (without par value): One million (1,000,000) shares shall be Preferred Stock; and two million (2,000,000) shares shall be Common Stock.

**Section 4.2 Series of Preferred Shares.** The Board of Directors is expressly vested with authority to adopt from time to time a resolution or resolutions dividing the Preferred Stock into one or more series and, within the limitations of the Idaho Business Corporation Act, as amended, and these Articles of Incorporation, fixing and determining the preferences, limitations and relative rights of the shares of any series so established including, without limitation, any dividend rights and preferences, conversion rights, voting rights, redemption rights (including any sinking fund provisions) and liquidation preferences of the series of Preferred Stock. The Board of Directors is also expressly authorized to fix the number of shares constituting the series and to increase or decrease the number of shares of any series prior to the issue of shares of that series.

## **ARTICLE 5 VOTING**

Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.

## **ARTICLE 6 NO PREEMPTIVE RIGHTS**

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

## **ARTICLE 7 AMENDMENTS**

**Section 7.1 Articles.** The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to this reservation.

**Section 7.2 Bylaws.** The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by vote of holders of a majority of shares of the corporation's Common Stock.

## **ARTICLE 8 REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is c/o Hawley Troxell Ennis & Hawley, LLP, 877 West Main Street, Suite 1000, Boise, Idaho 83702, and the name of its initial registered agent at such address is Thomas Chandler.

## **ARTICLE 9 INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the Corporation is three (3) and the name and addresses of such persons to serve as the initial directors are as follows:

**NAME**  
Shane Kelly

**ADDRESS**  
607 North 8th Street, Suite 307  
Boise, Idaho 83701

Sven Evers

607 North 8th Street, Suite 307  
Boise, Idaho 83701

Bruce Perry

607 North 8th Street, Suite 307  
Boise, Idaho 83701

#### **ARTICLE 10 LIMITATION OF LIABILITY**

No director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

#### **ARTICLE 11 INDEMNIFICATION**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

#### **ARTICLE 12 INCORPORATOR**

The name and address of the incorporator is as follows:

**NAME**

Thomas Chandler

**ADDRESS**

877 W. Main Street, Suite 1000  
Boise, Idaho 83702

#### **ARTICLE 13 EXECUTION**

For the purpose of forming this corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation on June 6, 2001.

  
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Thomas Chandler, Incorporator