



Department of State

**CERTIFICATE OF INCORPORATION
OF**

BIO SYSTEMS, INC.

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: **January 17, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Balala

ARTICLES OF INCORPORATION

OF

BIO SYSTEMS, INC.

APR 17 3 12 PM '50
SECRETARY OF STATE

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

1. The name of the corporation is BIO SYSTEMS, INC.
 2. The period of its duration is perpetual.
 3. The purpose or purposes for which this corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
 4. The corporation is authorized to issue one class of shares of stock designated as common. The total number of shares that may be issued is 1,000,000 shares without par value. All or any part of the shares of common capital stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the board of directors, as provided by law, with due regard to the interest of the existing shareholders. When such consideration has been received by the corporation, such shares shall be deemed to be fully paid.
 5. No shareholder shall have the right or power to sell his shares without first offering them to the corporation at a price equal to the bona fide offer price received by the selling shareholder. The selling shareholder shall promptly give written notice of the offer to the corporation, providing the name and address of the purchaser, the date of the offer, the price and all other terms and conditions. This notice of proposed sale shall constitute an offer by the selling shareholder to sell his interest in the common shares involved to the corporation. The corporation shall have the exclusive option, which must be exercised within 30 days, to purchase from the selling shareholder his interest in the common shares involved at the same price and upon the same terms and conditions listed in the notice of proposed sale delivered to the corporation.
- Should the corporation exercise its option to purchase within the time allowed, it shall make payment to the selling shareholder within 60 days of the date the option was exercised, unless the terms and conditions provide otherwise. If the corporation does not exercise its option to purchase within the time allowed, the selling shareholder must sell to the party who made the bona fide

Articles of Incorporation Bio Systems, Inc.

offer within 30 days of the expiration date of the corporation's option period. The selling shareholder may sell to no other than the named person(s) who made the bona fide offer, and may not change any terms or conditions of said offer. The failure of the selling shareholder to sell within this period of time shall terminate his right to sell the shares involved without first again offering them to the corporation as per the procedure established in the preceding paragraph.

Any attempted sale of shares that are not in compliance with the procedures set forth herein shall be void and of no effect. The corporation shall be an interested party expressly empowered to enforce a cancellation or nullification of such attempted sale.

A selling shareholder shall not participate in the decision by the corporation to exercise its option to purchase the shares involved in the notice of proposed sale, and the number of shares owned by the selling shareholder shall be excluded in determining the number of votes necessary for the approval of such decision.

6. The certificates issued for shares of stock of the corporation shall be inscribed across the center of the face thereof, in bold letters thereof to wit:

RESALE OF THE SHARES OF THIS CORPORATION HAVE RESTRICTIVE COVENANTS. THE CORPORATION HAS THE FIRST RIGHT TO PURCHASE.

7. At each election for directors every shareholder entitled to vote at such election shall only 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 whose election he has a right to vote. No shareholder shall have the right to cumulate his votes for the election of directors.

8. Sixty-six and two-thirds percent (66 2/3%) of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

9. The address of the corporation's initial registered office is 1420 4th Ave E., Twin Falls, Idaho, and is situated in the County of Twin Falls.

10. The name of the corporation's initial registered agent at such registered office is Ken West.

11. The number of directors constituting the initial board of directors shall be two (2), and the name and address of each person who will serve as directors until the first annual meeting of the shareholders or until their successors be elected and qualified are:

Ken West

1420 4th Ave. E.
Twin Falls, Idaho 83301

Terry M. Smith

Route 1, Box 114
Grace, Idaho 83214

12. The name and address of the incorporator is:

Ken West

510 Grandview N.
Twin Falls, Idaho 83301

Dated this 17 day of January, 1991.

Ken West

Ken West
Incorporator

ACKNOWLEDGMENTS

State of Idaho)
County of Ada)

On this date, January 17, 1991, before me, a Notary Public, personally appeared Ken West identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto
set my hand and seal the day and year
last written above.

(Seal)

Rajni H. Weber

Notary Public for Idaho residing at Boise
My commission expires on 8/20/1994

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