



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

CLEVELAND & CLEVELAND, 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 08, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zavala*

ARTICLES OF INCORPORATION
OF
CLEVELAND & CLEVELAND, INC.

JAN 8 2 42 PM '91
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, That the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation shall be Cleveland & Cleveland, Inc..

II.

The duration of the corporation shall be perpetual.

III.

The initial registered office of the corporation shall be at 350 N. Ninth Street, Suite 304, Boise, Idaho, 83702, and the name of its initial registered agent at such address shall be Bradley E. Cleveland.

IV.

The authorized capital stock of the corporation shall be One Hundred Dollars (\$100), divided into One Hundred (100) shares of common stock, each with a par value of One Dollar (\$1.00). All of the stock shall be of the same class, have the same powers and voting rights and shall not be assessable for any purpose whatsoever.

V.

All corporate powers shall be exercised and the business and the affairs of the corporation shall be managed under the direction of a Board of Directors consisting of no fewer than two (2) Directors. The qualifications, the term of office, manner of electing directors, the number of directors to be elected, the time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the By-laws. The names and office addresses of the persons who are to serve as directors until the first annual meeting of the stockholders or until their successors are elected and qualified are:

Douglas Cleveland, 350 N. Ninth Street, Suite 304,
Boise, Idaho, 83702
Bradley E. Cleveland, 350 N. Ninth Street, Suite
304, Boise, Idaho, 83702

VI.

The purposes for which said corporation is organized are as follows:

- A. To provide communications consulting services.
- B. To borrow money for its corporate purposes and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time for the purchase of property for any purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust, or otherwise.

C. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary and convenient for the business of the corporation with any person, firm, corporation, association, body politic, state or other form of government so far as and to the same extent that the same may be done and performed by corporations organized under the laws of the State of Idaho.

D. To act as employee, agent, trustee, receiver, liquidator, manager or broker or in any other capacity with respect to the establishment or promotion of corporations, associations, undertakings, businesses or enterprises of any description; to purchase, lease, own, acquire, deal in, sell, convey or assign any rights, franchises or privileges necessary or convenient in the creation, establishment, promotion or liquidation of enterprises, businesses or undertakings.

E. To buy, sell, discount and deal in all types of securities, whether negotiable or otherwise, including, but not limited to, bills of exchange, notes, bonds, debentures, warrants and corporate stock, including the stock of this corporation; to give or receive security therefor by mortgage, pledge, or in any other fashion authorized by law.

F. To have the power to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

G. To do all acts and things necessary to carry out the purposes and intent expressed in the above provisions, and each and every necessary, suitable or advisable act or thing for the accomplishment thereof.

VII.

The power to repeal and amend the By-laws and to adopt new By-laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of the directors or of the allotted shares as the case may be. The Board of Directors may from time to time distribute to its shareholders out of capital surplus of the corporation a portion of its assets in cash or in property.

VIII.

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract

or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

IX.

The name and address of the incorporator is as follows:

NAME

ADDRESS

Bradley E. Cleveland

848 Benjamin Lane
Boise, Idaho 83704

IN WITNESS WHEREOF, I have hereunto set my hand this
8th day of January, 1991.


BRADLEY E. CLEVELAND

WITNESS:

