



**CERTIFICATE OF INCORPORATION
OF**

COMPUTER RESOURCES, 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: **October 12, 1988**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
COMPUTER RESOURCES, INC.

Dec 12 12 51 PM '80
SECRETARY OF STATE

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for the Corporation:

ARTICLE I. NAME

The name of the Corporation is COMPUTER RESOURCES, INC.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES AND POWERS

The purposes for which the Corporation is formed are:

A. To engage in the business of computer consulting, planning, programming and problem solving, to provide services in the area of computer programming and consulting and to engage for services as computer analysts, to develop software programs, to purchase, acquire, lease, rent, convey, sell and engage in the manufacture and distribution of computer products and development of computer programs and to do all things in conjunction therewith or in any way appertaining thereto, including but not limited to each of the aforesaid and each of the following purposes.

B. To have, exercise, and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Idaho Code Section 30-1-4, and other provisions of the Idaho Business Corporation Act, and any present and future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business purposes and the carrying into effect of any and all of the aforesaid objects and purposes.

C. All of the foregoing provisions of this Article III are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which corporations formed under the laws of the State of Idaho may not carry on or do at the time. It is the intention that the purposes, objects and powers specified in each

of the paragraphs of this Article III of these Articles of Incorporation shall, except as otherwise provided, in no wise be limited or restricted by reference or inference from the terms of any other clause or paragraph in this Article, or of any other provision of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

A. Number. The aggregate number of shares of common stock which the Corporation shall have authority to issue is 10,000 shares. The aggregate par value of said shares is \$10,000, and the par value of each share is \$1.00.

B. Dividends. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, or in shares of the capital stock of the Corporation.

C. Stock Nonassessable. The private property of the shareholders of the Corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

D. Voting Power. The entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

ARTICLE V. PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

ARTICLE VI. AMENDMENT OF BYLAWS

The Board of Directors may make, amend, alter or repeal the Bylaws of the Corporation only upon the affirmative vote of three members of the Board of Directors.

ARTICLE VII. SPECIAL MEETING OF SHAREHOLDERS

A special meeting of the shareholders may be called by the Board of Directors, the holder(s) of at least one-fifth (1/5) of all the shares entitled to vote at the special meeting, or the President.

ARTICLE VIII. REGISTERED OFFICE

The address of the initial registered office of the Corporation is 2751 Duane Drive, Meridian, Idaho 83642, and the name of its initial registered agent is Darlene L. Thompson.

ARTICLE IX. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors is three, and the name and address of the persons to serve as Directors until the first annual meeting of shareholders are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|--|
| Darlene L. Thompson | 2751 Duane Drive Meridian, ID 83642 |
| Jeffrey H. McClees | 2802 NW 14th Street Meridian, ID 83642 |
| Jerrold A. Tartar | P.O. Box 156 Delaware City, Delaware 19706 |

ARTICLE X. INCORPORATOR

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| Jeffrey H. McClees | 2802 NW 14th Street Meridian, ID 83642 |

DATED this 12 day of October, 1988.



Jeffrey H. McClees
Incorporator