

# State of Idaho

## Department of State

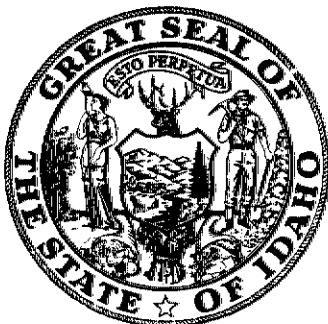
### CERTIFICATE OF INCORPORATION OF

XYZD, INC.  
File number C 119327

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: April 30, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Alisa Huttley*

**ARTICLES OF INCORPORATION**

**OF**

**xyzD, inc.**

**APR 30 4 31 PM '97**

**SECRETARY OF STATE  
STATE OF IDAHO**

We, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the state of Idaho, Idaho Code Title 30, Chapter 1, and we do hereby certify, declare and adopt the following Articles of Incorporation.

**I.**

The name of this corporation shall be xyzD, inc.

**II.**

The period of existence and duration of the life of this corporation shall be perpetual.

**III.**

The name of the initial registered agent of this corporation, and the address of the initial registered office of this corporation is: Steven S. Trout, 1030 LaPointe Street, Boise, ID 83706.

**IV.**

The purposes for which this corporation is organized are as follows: to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**V.**

This corporation shall have authority to issue ten thousand (10,000) shares of stock; said aggregate number of shares being all of one class and with no par value.

**VI.**

The name and post office address of each incorporator is as follows:

Name	Address
Steven S. Trout	1310 North 7th Boise, Idaho 83702

**IDAHO SECRETARY OF STATE  
DATE 05/01/1997  
0900 88168 2  
CK #: 31410 CUST# 21288  
CORP 1@ 100.00= 100.00**

## VII.

The first Board of Directors shall consist of three (3) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the bylaws; provided, however, that the number of directors constituting a board shall not be less than three (3) nor more than ten (10).

The following persons are named directors of this corporation to serve until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
Steven S. Trout	1310 North 7th Boise, Idaho 83702
Liza L. C. Morris	2188 White Pine Place Boise, Idaho 83706
Carolyn Trout	4550 Hillcrest Drive Boise, Idaho 83705

## VIII.

All or any meetings of the shareholders, or of the board of directors may be held within or without the state of Idaho.

## IX.

No shareholder of this corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the note, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of this corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of this corporation authorized by these Articles of Incorporation or by any amended articles duly filed, may at any time be issued, optioned for sale, and sold or disposed of by this corporation pursuant to a resolution of its board of directors to such persons and upon such terms as may to such board seem proper without first offering such stock or securities or any part thereof to existing shareholders.

## X.

To the fullest extent permitted by the Idaho Business Corporation Act, as it now exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Idaho Business Corporation Act as the same exists or may hereafter be amended. Any repeal or modification of this

paragraph by the stockholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

## **XI.**

The power to repeal and amend the bylaws and adopt new bylaws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the bylaws.

IN WITNESS WHEREOF, the undersigned has executed duplicate originals of these Articles of Incorporation this 30 day of April, 1997.

  
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Steven S. Trout, Incorporator