

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

OF

07 JUL 15 AM 8:49

**KLM SYSTEMS, INC.**

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporator of a corporation (herein referred to as "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 shall be "KLM SYSTMES, INC."

**ARTICLE II**

**PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III**

**PURPOSE AND POWERS**

Section 1. The purpose for which this Corporation is organized is: The transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. The Corporation shall have and may exercise all powers necessary or convenient to effect its purpose including but not limited to the statutory powers specified in the appropriate sections of the Idaho Code, as amended and supplemented.

**ARTICLE IV**

**AUTHORAIZED SHARES**

IDAHO SECRETARY OF STATE  
07/15/2004 05:00  
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Section 1. NUMBERS The aggregate number of shares of common stock, which the Corporation shall have the authority to issue, is 5,000 shares. The stock shall have \$100 par value.

Section 2. 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, in property, or shares of the capital stock of the Corporation.

Section 3. STOCK NONASSESSABLE The private property of the shareholders of the Corporation shall not be subject to the payment of 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.

Section 4. VOTING POWER The entire voting power for the election of the 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 of any shares of the Corporation, whenever now or hereafter authorized, or to 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

### **REGISTERED OFFICE**

The address of the initial registered office of the Corporation is 166 Old Quarry Way, Boise, ID 83709, and the name of its initial registered agent is Ken Mayer.

## ARTICLE VII

### **BOARD OF DIRECTORS**

The number of Directors of the Corporation shall be as specified in the By-Laws. The number of Directors constituting the initial Board of Directors is one (1) and the name and address of the persons who are to serve as Directors until the first meeting or until their successors are elected and shall qualify is:

Name  
Ken Mayer

Address  
166 Old Quarry Way, Boise, ID 83709

ARTICLE VIII

INCORPORATOR

Ken Mayer

166 Old Quarry Way, Boise, ID 83709

ARTICLE IX

SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued there under. Such actions as may be necessary shall be deemed to have taken by the appropriate officers to accomplish this compliance.

Dated this 6 day of July, 2004.

Ken Mayer  
Ken Mayer

State of Idaho )  
 ) :SS  
County of Ada )

On this 6<sup>th</sup> day of July, 2004 before me the undersigned notary public in and for the State of Idaho, personally appeared Ken Mayer, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/~~she~~ executed the same.

In witness whereof, I have hereunto set my hand and affixed my official seal, the day and year above written herein.

Khurshed M. Tengra  
Printed Name  
Notary Public for Idaho

Residing at Boise, ID  
My commission expires: March 26, 2007

