

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

JAMES HICKS AND ASSOCIATES, 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: February 19, 1986



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

JAMES HICKS AND ASSOCIATES, INC.

FEB 19 3 53 PM '86
SECRETARY OF STATE

The undersigned, acting as incorporators of the corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is JAMES HICKS AND ASSOCIATES, INC.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act including but not by way of limitation the purpose of providing computer consulting services.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 2000 shares with no par value.

FIFTH: The address of the initial registered office of the corporation is 11155 Edna, Boise, Idaho, 83704, and the name of its initial registered agent at such address is James Hicks.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two and the name and address of the person who is to serve as

or until a successor is elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
James Hicks	11155 Edna Street Boise, Idaho 83704
Elaine Hicks	11155 Edna Street Boise, Idaho 83704

SEVENTH: The name and address of each incorporator is as specified in Paragraph Sixth above.

EIGHTH: Amendment of the By-Laws of the corporation by the Board of Directors shall require majority approval of those directors present either in person or by proxy at a meeting of the Board of Directors duly called at which a quorum is present.

NINTH: The Board of Directors may create such committee or committees as it deems to be necessary or advisable with only such power and authority as is specifically defined in the resolution establishing such committee.

TENTH: The Articles of Incorporation shall not be modified or amended except upon approval of a majority of all of the shareholders at a regular or special meeting of the shareholders called for such meeting.

