

**FILED EFFECTIVE**

**AMENDED ARTICLES OF INCORPORATION  
of  
TALKING IS CHEAPER, INC.**

07 JAN 25 PM 1:35

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned person, acting as incorporator of a corporation organized under the laws of Idaho, hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**CORPORATE NAME**

The name of this corporation is **TALKING IS CHEAPER, INC..**

**ARTICLE II**

**INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's is:

104 E. Fairview Ave., #226  
Meridian, ID 83642

**ARTICLE III**

**SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000,000 shares of \$2.00 par value stock.

**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

C/O REED BOWEN  
Talking is Cheaper, Inc.  
12416 W. Braddock Dr.  
Ada County  
Boise, ID 83709

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## **ARTICLE V**

### **PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

## **ARTICLE VI**

### **DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Reed J. Bowen  
6621 N. Fox Run Ave.  
Meridian, ID 83646

B. Kerry Lowder  
7315 Rhine Ave.  
Meridian, ID 83646

Jeff Griffeth  
12416 W. Braddock Dr.  
Boise, ID 83709

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at meetings at which directors are to be elected.

## **ARTICLE VII**

### **LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

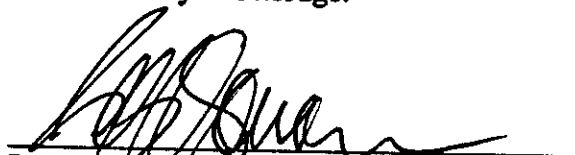
Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## ARTICLE VIII OTHER PROVISIONS

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

  
\_\_\_\_\_  
Reed J. Bowen, Incorporator / President  
6621 N. Fox Run Ave.  
Meridian, ID 83646