

**FILED/EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
INTERMED TECHNOLOGIES, INC.**

00 DEC 19 PM 12:42

STATE OF IDAHO

The undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certifies and adopts the following Articles of Incorporation: .

**ARTICLE I  
NAME**

The name of this Corporation shall be "INTERMED TECHNOLOGIES, INC."

**ARTICLE II  
SHARES**

The aggregate number of shares which this Corporation shall have authority to issue is fifty thousand (50,000) shares with One Dollar (\$1.00) par value per share, all of which shall be voting common stock.

**ARTICLE III  
REGISTERED AGENT**

The registered agent of this Corporation and the street address of the registered office of this Corporation are as follows:

Registered Agent  
Lukins & Annis, P.S.

Registered Office Address  
ATTN: Edward W. Kok  
250 Northwest Blvd., Ste. 102  
Coeur d'Alene, ID 83814

**ARTICLE IV  
PREEMPTIVE RIGHTS**

Shareholders of this Corporation shall not have preemptive rights to acquire additional shares offered for sale by this Corporation.

**ARTICLE V  
CUMULATIVE VOTING**

Shareholders of this Corporation shall not have cumulative voting rights.

IDAHO SECRETARY OF STATE

12/20/2000 09:00  
CK: 221268 CT: 4268 BH: 367708

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**ARTICLE VI**  
**DIRECTORS**

- a. The name and address of the initial director of this Corporation are as follows:

Name	Address
Lindsay E. Gorrill	1836 Northwest Blvd., Ste. 200 Coeur d'Alene, ID 83814
Greg S. Emerson	1836 Northwest Blvd., Ste. 200 Coeur d'Alene, ID 83814
Edward W. Kok	Lukins & Annis, P.S. 250 Northwest Blvd., Ste. 102 Coeur d'Alene, ID 83814

b. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except liability for (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

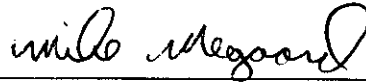
**ARTICLE VII**  
**INDEMNIFICATION**

The Corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents. Without limiting the generality of the foregoing, the Corporation shall indemnify its directors against all liability, damages, and costs or expenses (including attorney's fees) arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law. No such indemnity shall indemnify any director from or on account of any liability for (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the incorporator is MICHAEL M. MEGAARD, Lukins & Annis, P.S., W. 717 Sprague Ave., Ste. 1600, Spokane, WA 99201.

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this 18<sup>th</sup> day of December, 2000.

A handwritten signature in cursive script, reading "milo megaard", written in dark ink.

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MICHAEL M. MEGAARD  
Incorporator