

**ARTICLES OF INCORPORATION  
OF  
mTECH IDAHO, INC.**

**FILED EFFECTIVE**

08 MAY -8 AM 8:53

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as an incorporator under the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE ONE:**

**NAME**

The name of the corporation is mTech Idaho, Inc.

**ARTICLE TWO:**

**DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE THREE:**

**PURPOSES AND POWERS**

The purposes of the corporation and its powers include the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to the development, marketing, and sale of computer software and the creation and maintenance of internet websites.

**ARTICLE FOUR:**

**STOCK**

The aggregate number of shares of common stock which the corporation shall have authority to issue is 1,000,000, and those shares shall be of no par value. All shares of stock shall be fully paid for before being issued, and after issuance shall be non-assessable. Shareholders shall have a preemptive right to acquire unissued or treasury shares under such terms and conditions as the Board of Directors may determine.

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of providing a fair and reasonable opportunity for the exercise of such right. The preemptive right shall exist in all events, including but not limited to:

- (1) To acquire any shares issued to directors, officers or employees;
- (2) To acquire any shares sold otherwise than for cash; and
- (3) To acquire any shares issued to satisfy conversion or option rights granted by the corporation on previously authorized sales.

**ARTICLE FIVE:**

**LOCATION**

The location and address of the initial registered office of the corporation is 1655 1<sup>st</sup> Street, Idaho Falls, Idaho 83401, and the name of its initial registered agent at that address is Robert D. Hardy.

**ARTICLE SIX:**

**INCORPORATORS**

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Michael Maas	2705 Martin Court Idaho Falls, Idaho, 83401

**ARTICLE SEVEN:**

**BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Michael Maas	2705 Martin Court Idaho Falls, Idaho, 83401
John Bronsell	194 S. Fisher, #1 Blackfoot, Idaho 83221
Robert Hardy	488 N. State Street Rigby, Idaho 83442

The number of directors constituting the Board of Directors from time to time shall be fixed as stated in the Bylaws of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 2<sup>nd</sup> day of May, 2008.

  
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 Michael Maas