

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PINNACLE GROUP, 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: June 7, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

OF

PINNACLE GROUP, INC.

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The Undersigned being natural persons of full age and citizens of the United States, have this day voluntarily applied to form a general business corporation under the laws of the State of Idaho, and to that end hereby adopt Articles of Incorporation as follows:

I.

The name of the corporation is PINNACLE GROUP, INC.

II.

The purposes for which the corporation is formed are as follows:

To create, own and operate a marketing and consulting business with associated businesses.

The corporation hereby formed shall have the power to purchase, lease or otherwise acquire by bequest, devise, gift, or other means, and to hold, own, or manage, or develop, and mortgage, sell, convey or otherwise dispose of both real and personal property of every class and description, and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation.

To enter into and perform all matter and kinds of contracts, agreements, and obligations for any lawful purpose by or with any person, firm, association, corporation, or governmental division or subdivision.

To hire and employ agents, servants and employees; to enter into agreements of employment, and act as agent, contractor, factor, or otherwise, either alone or in company with others.

To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

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✱ :

To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things to have and to exercise all powers conferred by the laws of the State of Idaho on the corporation formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, not be limited or restricted by any term or provision of any clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific power shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to, and not in limitation of said general powers.

III.

The period of existence of this corporation shall be perpetual.

IV.

The mailing address of the registered office of the corporation in the State of Idaho is P.O. 1684, Coeur d'Alene, Idaho, 83816-1684. The location of the registered office is 1954 Hogan Drive, Coeur d'Alene, Idaho, 83814. The name of the registered agent at that address is Hale H. Ashcraft.

V.

The total authorized number of par value shares of stock is One Thousand (1,000). The par value of each share shall be the sum of ONE DOLLAR (\$1.00). The aggregate stated capital is ONE THOUSAND DOLLARS (\$1,000.00).

VI.

The name and mailing address of the incorporators are:

<u>Name</u>	<u>Address</u>
James A. Hail	1534 Lookout Drive Coeur d'Alene, ID 83814
Lori F. Barnes	326 N. 16th Coeur d'Alene, ID 83814

VII.

The business of the corporation shall be managed and conducted by a Board of Directors of not less than two (2) nor more than five (5) directors. The Board of Directors shall be elected in the manner set forth in the By-Laws.

The Board of Directors shall have authority to issue bonds, debentures, or other obligations of the corporation from time to time for any objects or purposes of the corporation, and to secure them by mortgage, deed of trust, or pledge of any or all of the real and personal property, privileges, and franchises of the corporation wheresoever situated, acquired, and to be acquired, and to sell or dispose of any or all of such obligations in any manner and on such terms as the Board of Directors may deem proper.

The corporation shall have the power to purchase, receive, redeem, or otherwise acquire, own, hold, sell, mortgage, pledge, or otherwise use and deal in and with its own shares of stock.

VIII.

A. Power to Indemnify - Third Party Actions. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than any action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted

in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Power to Indemnify - Actions Brought in the Right of the Corporation. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner reasonably believed to be in or not opposed the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application, that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to be indemnified for such expenses as the court shall deem proper.

C. Savings Clause. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

D. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or

other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

IX.

In addition to the powers and authority granted to the directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred upon them by statute, the Board of Directors of the corporation shall have additional powers and authority not inconsistent with law as may be set forth in the By-Laws.

X.

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the By-Laws.

XI.

The initial Board of Directors is composed of the following people whose addresses are specified opposite their name:

<u>Name</u>	<u>Address</u>
James A. Hail	1534 Lookout Drive Coeur d'Alene, ID 83814
Lori F. Barnes	326 N. 16th Coeur d'Alene, ID 83814

IN WITNESS WHEREOF, we have hereunto set our hands this
3rd day of June, 1993.


James A. Hail
James A. Hail

Lori F. Barnes
Lori F. Barnes

STATE OF IDAHO)
)
County of Kootenai) ss.

On this 3rd day of June, 1993, before me the
Undersigned Notary Public, personally appeared JAMES A. HAIL
and LORI F. BARNES, known to me to be the persons whose names
are subscribed to the within instrument and acknowledged to
me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the date above-written.



Notary Public, State of Idaho
Residing at: Post Falls
Commission expires: 4/17/96