

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

WEISER VALLEY COMPUTER SERVICES, 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 \_\_\_\_\_

WEISER VALLEY COMPUTER SERVICES, INC.

, 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 13, 1983**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
JUN 13 3 40 PM '83  
OF  
SECRETARY OF STATE  
WEISER VALLEY COMPUTER SERVICES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, OWEN L. EDWARDS and COLLEEN M. EDWARDS, husband and wife, and JONATHAN P. EDWARDS and JENNA L. EDWARDS, husband and wife, of Weiser, Washington County, Idaho, all being citizens of the United States of America, and all being of full age, do, under and in pursuance of the General Incorporation laws of the State of Idaho, hereby voluntarily associate ourselves together and such other persons as hereafter may become associated with us, into a body politic and corporate, to carry on the business and for the purposes hereinafter named:

I.

The name of the corporation shall be WEISER VALLEY COMPUTER SERVICES, INC..

II.

The purposes for which this corporation is formed are as follows, to-wit:

- (a) To carry on the business of manufacturing, selling, composing and distributing computer software, including the servicing and maintenance of all computer software, and to carry on such business in all of its interrelated or allied aspects.
- (b) To operate and carry on the business of owning and operating, buying and selling, and maintaining commercial real estate of any kind and nature, in all of its interrelated and allied aspects.

- (c) To have and to use a corporate seal which may be altered at pleasure.
- (d) To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.
- (e) To appoint such officers and employees and agents as the business of the corporation may require and to allow them compensation.
- (f) To enter into contracts or obligations of any kind or type essential, necessary or proper to the transactions of its ordinary affairs or for the purpose of the corporation.
- (g) To conduct business in the State of Idaho or other states and territories of the United States and in foreign countries and to have one or more offices and places of business in or out of the State of Idaho and to acquire, receive, hold, purchase, or lease personal property situate within or without the State of Idaho.
- (h) To apply for, acquire, hold, use, own, operate, dispose of by sale, or otherwise, mortgage, hypothecate, lease and/or sell and grant licenses in respect of patents, trade marks, trade names, inventions, improvements, processes, copyrights and licenses therefor.
- (i) To execute, issue, or negotiate promissory notes, bills of exchange, bonds, debentures, negotiable instruments, securities and other obligations of this corporation, and to secure any of the same by pledge, mortgage, deeds of trust or other hypothecation or any/or all of the property of the corporation.
- (j) In connection with the carrying on of the business of the corporation, to lend and advance money, credit, property of the corporation, and to render aid by guarantee or in any other manner gratuitously or on such terms as may seem

expedient on open account, secured or unsecured, to any person, firm, association or corporation.

- (k) To purchase, subscribe for, or to otherwise acquire, own, manage, hold, use, operate, lease, mortgage, hypothecate, pledge, exchange, assign, transfer, sell, or otherwise dispose of immovable and movable property of every kind and description including shares of stock, bonds, indentures, notes, evidences of indebtedness and other securities, contracts or obligations of this or any other corporation, association or firm, and to pay therefor in stocks, bonds, or other evidence of indebtedness or securities of this or any other corporation and to receive, collect and dispose of the interest, dividends, and income arising from such property and to possess and exercise in respect thereof all the rights, powers or any stocks or other securities so owned, controlled, managed or operated.
- (l) Generally to do any and all things necessary or proper in carrying on the business of the corporation and to enter into, make, perform, and carry out contracts, leases and franchises of every kind and nature relating to or connected with the business or any phase thereof in which the corporation may be or is from time to time engaged upon, and to do everything necessary, proper, or useful for the accomplishment of the objectives and principles herein enumerated or necessary, proper or convenient to the benefit of the corporation for the furtherance of its business propositions.
- (m) The foregoing clauses are to be considered as objectives, purposes and powers and the enumeration of specific powers shall not limit or restrict in any manner the powers of the corporation, it being the intention that the objectives and powers specified in this or any other articles herein shall in nowise be limited or restricted by reference to or by inference from the terms of any other article or clause thereof, but the same may be and is extended thereby.

### III.

The principal place of the transaction of business of this corporation and its post office address and registered office shall be at 35 West Idaho, Weiser, Idaho 83672, and the name of

its initial registered agent at such address is Jonathan P. Edwards, but the corporation may establish and maintain such subordinate and branch offices as may be hereafter decided or determined by the corporation, by or through its Board of Directors, whether in the State of Idaho or such other states or places as from time to time may be decided or determined.

IV.

That the period for which this corporation shall exist shall be perpetually from and after the date of filing these Articles of Incorporation.

V.

The total authorized capital stock of this corporation shall be TWELVE THOUSAND and NO/100 DOLLARS (\$12,000.00) divided into ONE THOUSAND TWO HUNDRED (1,200) shares of the par value of TEN and NO/100 DOLLARS (\$10.00) per share, all of equal classification without priority one over the other and fully paid and nonassessable.

VI.

The number of directors constituting the initial board of directors of the corporation are FOUR (4), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until successors are elected and shall qualify, are:

NAME

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ADDRESS

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Owen L. Edwards

35 West Idaho  
Weiser, Idaho 83672

Jonathan P. Edwards	35 West Idaho Weiser, Idaho 83672
Jenna L. Edwards	35 West Idaho Weiser, Idaho 83672
Colleen M. Edwards	35 West Idaho Weiser, Idaho 83672

#### VII.

The names and post office addresses of each of the incorporators and the number of shares subscribed by each subscriber and the par value thereof is as follows:

NAME -----	ADDRESS -----	NO. SHARES -----	PAR VALUE
Owen L. Edwards	35 West Idaho Weiser, Idaho 83672	300	\$10.00
Jonathan P. Edwards	35 West Idaho Weiser, Idaho 83672	300	10.00
Jenna L. Edwards	35 West Idaho Weiser, Idaho 83672	300	10.00
Colleen M. Edwards	35 West Idaho Weiser, Idaho 83672	300	10.00

#### VIII.

The manner, time and place of holding the general annual meeting, adjourned meetings and special meetings of the stockholders and of the directors of this corporation, and the number of directors of the corporation and the method of conducting the business of this corporation, shall be provided by the By-Laws hereinafter to be adopted by this corporation.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on the 10<sup>th</sup> day of June, 1983.

Owen L. Edwards  
Owen L. Edwards

Colleen M. Edwards  
Colleen M. Edwards

Jonathan P. Edwards  
Jonathan P. Edwards

Jenna L. Edwards  
Jenna L. Edwards

STATE OF IDAHO                    )  
  : ss  
County of Washington            )

On this the 10<sup>th</sup> day of June, 1983, before me, the undersigned, a Notary Public in and for said county and state, personally appeared OWEN L. EDWARDS and COLLEEN M. EDWARDS, husband and wife, and JONATHAN P. EDWARDS and JENNA L. EDWARDS, husband and wife, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, of WEISER VALLEY COMPUTER SERVICES, INC., and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this Certificate first above written.

Donna Michael  
Notary Public for Idaho  
Residing at Weiser, Idaho  
Comm. Expires: