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# State of Idaho

## Department of State

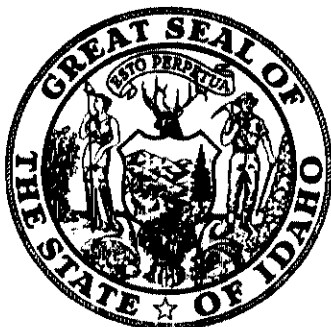
### CERTIFICATE OF INCORPORATION OF

QUICKSILVER, 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: November 1, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ava Sipe*

# ARTICLES OF INCORPORATION

OF

QUICKSILVER, INC.

Nov 1 4 49 PM '93

SECRETARY OF STATE

The undersigned natural persons of the age of eighteen years or older, acting as incorporators of Quicksilver Consulting, Inc., under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

## ARTICLE I

### NAME

The name of the Corporation is "QUICKSILVER, INC."

## ARTICLE II

### DURATION

This Corporation shall have perpetual existence.

## ARTICLE III

### PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

This Corporation shall be authorized to provide computer consulting and programming services and to sell computer hardware and software.

## ARTICLE IV

### CAPITALIZATION

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares of no-par value common stock. Each share of common stock will have one vote with equal rights to distributions.

## **ARTICLE V**

### **PREEMPTIVE RIGHTS**

This Corporation elects to have preemptive rights.

## **ARTICLE VI**

### **CUMULATIVE VOTING**

This Corporation elects to have no cumulative voting by shareholders for directors.

## **ARTICLE VII**

### **INITIAL OFFICE AND AGENT**

The name of the initial registered agent of this Corporation is Bret Blakeslee. The address of the initial registered agent is:

722 Pearl Street  
Boise, Idaho 83705

## **ARTICLE VIII**

### **DIRECTORS**

The initial Board of Directors of the Corporation shall consist of two (2) directors. 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 qualified, are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Bret Blakeslee	722 Pearl Street Boise, Idaho 83705
John Bischoff	HC76, Box 2561 Garden Valley, Idaho 83622

## **ARTICLE IX**

### **INCORPORATORS**

The names and addresses of the incorporators are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Bret Blakeslee	722 Pearl Street Boise, Idaho 83705
John Bischoff	HC76, Box 2561 Garden Valley, Idaho 83622

## **ARTICLE X**

### **ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS**

The directors of this Corporation are not liable to the Corporation or to its shareholders for monetary damages arising from a breach of fiduciary duty or for any action taken or any failure to take any action as a director, except:

- (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) as provided in Idaho Code Section 30-1-48; or
- (d) for any transaction from which the director derived an improper personal benefit.

## **ARTICLE XI**

### **LIMITED LIABILITY FOR SHAREHOLDERS**

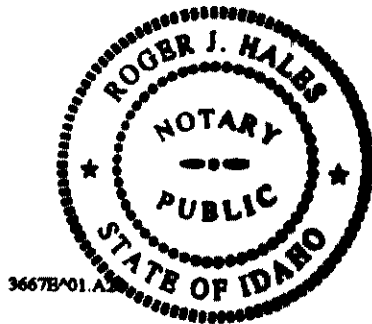
The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatever.



STATE OF IDAHO )  
 ) ss.  
County of Ada )

On this 29<sup>th</sup> day of October, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN BISCHOFF, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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



[Signature]  
Notary Public  
Residing at Bosco, Idaho  
Expiration Date: 7/26/99

IDAHO SECRETARY OF STATE  
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ARTICLES OF INCORPORATION - 5.

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