

# State of Idaho

## Department of State

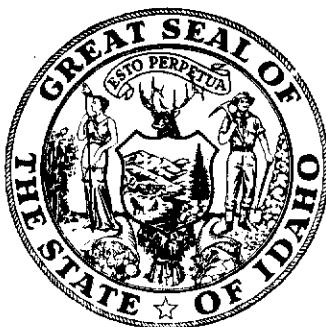
### CERTIFICATE OF INCORPORATION OF

GREAT BASIN CORPORATE SERVICES, INC.  
File number C 117202

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 20, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Lois Smock*

**ARTICLES OF INCORPORATION  
OF  
GREAT BASIN CORPORATE SERVICES, INC.**

Nov 20 4 54 PM '96  
SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation shall be Great Basin Corporate Services, Inc.

**ARTICLE II  
DURATION OF CORPORATION**

The period of duration of the corporation shall be perpetual.

**ARTICLE III  
CORPORATE PURPOSE**

The purpose for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**ARTICLE IV  
CAPITALIZATION**

The total authorized number of shares of this corporation shall consist of 100,000 shares of voting common stock with a par value of \$0.01 per share.

**ARTICLE V  
BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is three (3). The number of directors may be increased or decreased from time to time by resolution of the directors. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

<u>Directors</u>	<u>Address</u>
Brent F. Lloyd	380 E. Parkcenter Blvd. Suite 230 Boise, Idaho 83706

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IDAHO SECRETARY OF STATE  
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Charles T. Hemphill

380 E. Parkcenter Blvd.  
Suite 105  
Boise, Idaho 83706

Jim Peterson

380 E. Parkcenter Blvd.  
Suite 230  
Boise, Idaho 83706

## **ARTICLE VI NO PREEMPTIVE RIGHTS**

Except as may otherwise be provided by the Board of Directors, no holder of any shares of this corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any securities of this corporation of any class or kind now or hereafter authorized.

## **ARTICLE VII NO CUMULATIVE VOTING**

At each election of directors, shareholders shall have the right to vote the number of shares owned by such shareholder for each director to be elected and for whose election the shareholder has the right to vote. Shareholders shall not have the right to vote their shares cumulatively.

## **ARTICLE VIII DISTRIBUTIONS FROM CAPITAL SURPLUS**

The board of directors is authorized, from time to time, to distribute to the shareholders out of the corporation's capital surplus, assets of the corporation, whether in cash or property.

## **ARTICLE IX LIMITATION ON DIRECTOR LIABILITY**

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

**ARTICLE X  
INDEMNIFICATION**

To the fullest extent permitted by its bylaws and Idaho law, this corporation is authorized to indemnify any of its officers, directors, employees and agents. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

**ARTICLE XI  
REGISTERED OFFICE AND ADDRESS**


The location of the initial registered office of the corporation is 380 E. Parkcenter Blvd., Suite 230, Boise, Idaho 83706, and the name of its initial registered agent at such address is Futura Corporation.

**ARTICLE XII  
INCORPORATOR**

The name and address of the incorporator is as follows:

Kris Ormseth  
One Capital Center, Suite 1015  
999 Main Street  
Boise, Idaho 83702

20<sup>th</sup> IN WITNESS WHEREOF, I have hereunto set my hand this  
day of November, 1996.

  
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Kris Ormseth