

FILED/EFFECTIVE
ARTICLES OF INCORPORATION
OF
XCENTRIX INC.

02 JUN 19 AM 10:28

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENT that we, the undersigned being two or more natural persons of full age, at least two thirds of whom are citizens of the United States or its territories or possessions, have this day voluntarily associated ourselves for the purpose of forming a private corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify, and file the Articles of Incorporation for the purpose as follows:

ARTICLE I

The name of the corporation shall be XCENTRIX *Inc.*

ARTICLE II

The term of this corporation shall be perpetual.

ARTICLE III

The location and post office address of the registered office of this corporation shall be 219 W John Deere St., Kuna, Idaho 83634, and the name of the registered agent at that address shall be Derek Charles Marston.

ARTICLE IV

- (1) The purpose for which this corporation is organized is: The transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.
- (2) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and/or personal property necessary for the rendering of the above specified services.
- (3) To purchase, hold, sell and reissue the shares of the stock of this corporation.

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(4) To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments and all other evidence of indebtedness, negotiable or nonnegotiable, whether secured or unsecured.

(5) For the purpose of securing any or all of its contracts, obligations or liabilities, insofar as permitted by law, to convey, transfer, assign, deliver, mortgage, pledge or otherwise hypothecate all or any part of the property of assets at any time held or owned by this corporation.

(6) The corporation shall have and may exercise all powers necessary or convenient to affect its purposes, including but limited to the statutory powers specified in the appropriate sections of the Idaho Code, as amended and supplemented.

ARTICLE V

This corporation shall be subject to the following specific limitations:

(1) No shareholder of this corporation shall enter into a voting trust agreement or any other agreement vesting in another person the authority to exercise the voting power of any or all of the stock of the corporation.

(2) The Board of Directors or shareholders of this corporation may adopt bylaws or agreements restraining the alienation of shares of stock of the corporation and providing for the purchase or redemption by the corporation of its shares; provided, however such provisions dealing with the purchase or redemption by the corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the corporation.

(3) This corporation may consolidate or merge with another corporation organized to render the service for which this corporation is formed only as provided by Idaho Code.

ARTICLE VI

The business of this corporation shall be managed and conducted by a Board of Directors as follows: If there is but one shareholder, there need be but one director who shall be such shareholder. He shall also service as the president and treasurer of the corporation. In this instance, the other officers need not be legally authorized in the same field of endeavor as the president. If there are only two shareholders there need be only two directors who shall be such shareholders and who shall fill all of the general offices of the corporation between them.

ARTICLE VII

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors is two (2), and the names and addresses of the persons to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Christina Kay Marston	219 W John Deere St. Kuna, ID 83634
Derek Charles Marston	219 W John Deere St. Kuna, ID 83634

ARTICLE VIII

- (1) The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 5,000. The stock shall have \$1.00 par value.
- (2) The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.
- (3) The Private property of the shareholders of the Corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.
- (4) The entire voting power for the election of the Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

ARTICLE IX

Shareholders of the Corporation shall have preemptive and preferential rights of the subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock on the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

ARTICLE X

The name and address of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Christina Kay Marston	219 W John Deere St. Kuna, ID 83634
Derek Charles Marston	219 W John Deere St. Kuna, ID 83634

Christina Kay Marston

OR

Derek Charles Marston

A handwritten signature in black ink, appearing to read "Derek Marston". The signature is written in a cursive, fluid style.