

Aug 25 2 23 PM '97
Aug 13 9 35 AM '97
ARTICLES OF INCORPORATION
OF
ACD, INC.
STATE
SECRETARY OF STATE

ARTICLE 1

ARTICLE 2

(a) To engage in the general business of marketing and distribution and to do any and all business incidental thereto, and to erect and operate, deal in, buy, sell or lease all business, and in general to engage in the mercantile business of buying and selling, leasing, staffing, importing, exporting, distributing and dealing in goods, wares and merchandise;

• To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditament and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit to the amount;

1

sell and negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of any shares of Capital Stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, enumeration herein of specific general powers of the corporation; provided, however that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the act herein before referred to, or any amendment thereof or supplemental thereto, or substitute therefor, may not at any time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (j), inclusive shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other subparagraph, clause or paragraph of these articles of incorporation;

(e) To make perform and carry out contracts of every kind and description made for any legal and lawful purpose, without limit as to the amount, with any person, firm, association, corporation, either public or private, or with any territory or government, or any agency thereof;

(f) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contract to convey, transfer, assign, deliver, mortgage, and or pledge all or any part of the property or assets, real or personal at any time owned or held by this corporation, upon such terms and conditions as the board of directors shall authorize, and as may be permitted by law;

(g) To acquire, hold, sell, reissue, or cancel any shares of its own capital stock; provided, however that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation, and provided further that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(h) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(I) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable and convenient or proper for the accomplishment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as a natural person might or could do, as principals or agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm association or corporation;

(j) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the state of Idaho upon corporations formed under the general corporation laws of the said state, or under any act amendatory thereof or supplemental thereto or substituted therefore.

The foregoing Articles are to be constructed both as objects and powers and shall not be held to limit or restrict in any manner the general powers of the corporation provided that the enumeration herein of specific general powers of the corporation; provided, however that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any powers or to do any acts which a corporation formed under the act hereinbefore referred to or any amendment thereof or supplemental thereto, or substitute therefor, may not at any time lawfully carry on or do so. It is the intention that the purposes, objects and powers specified in each of the subparts, (a) to (j) inclusive of Article 2, of these Articles of Incorporation shall except as otherwise expressly provided, in no way be limited or restricted by the reference to or inference from the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

ARTICLE 3

The corporation is to have perpetual existence.

ARTICLE 4

The location and address of the Registered Office of the

corporation is 824 South Roosevelt, Boise, Idaho 83705.

ARTICLE 5

The amount of the Capital Stock of this corporation shall be One hundred shares, having a par value of one dollar (\$1.00) per share.

ARTICLE 6

The initial shareholder(s) elected to the Board of Directors will be Paul E. Pack, whose residence is, 824 South Roosevelt, Boise, Idaho 83705.

ARTICLE 7

The initial registered agent and incorporator shall be Paul E. Pack residing at 824 South Roosevelt, Boise, Idaho 83705. The following division of shares identifies the ownership of this corporation:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Unallocated Shares		100 Shares

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to the assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

ARTICLE 8

The number of Directors of the Corporation shall be specified by the by-laws of the Corporation, and such number may from time to time be increased or decreased in such manner as may be prescribed in the by-laws provided the number of Directors of the Corporation shall not be less than one. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until

their successors are elected and qualified.

ARTICLE 9

Stockholders of the corporation shall have preemptive and preferential right of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligation convertible into stock of the corporation, issued or sold, and the Board of Directors, in issuing stock of the corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the stockholders of the corporation.

ARTICLE 10

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interest of the corporation.

ARTICLE 11

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided by the fact that he or such firm is so interested shall be disclosed or sell, have been known to the board of directors or a majority thereof; and any director of the corporation who is also director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE 12

The board of directors is expressly authorized to repeal and amend

the by-laws of the corporation and to adopt new by-laws. The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter, as prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders, or any meeting duly called for that purpose, except when the laws of the state of Idaho provide otherwise.

ARTICLE 13

ACD, Inc.

Paul E. Pack, President & Incorporator *Paul E. Pack*

Paul E. Pack

Date: *August 8, 1997*

WITNESS:

On this *12* day of *AUG* 199*7*, the aforesaid individual whose name appears above, did personally appear before me, the undersigned, a NOTARY PUBLIC in and for the state of IDAHO, and acknowledged to me that he did execute the same, that he is a citizen of the United States of America, and over the age of twenty one years.

Marc De Z...
Notary Public
Residing at Boise, Idaho

My Commission expires *12-16-2002*

