

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

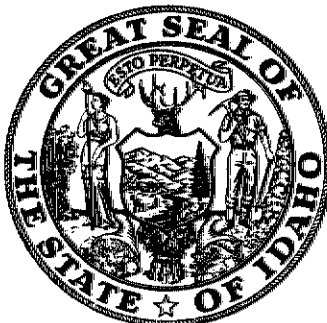
TOPI, INC.

File number C 113789

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: February 20, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Adams*

FEB 20 9 57 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

## ARTICLES OF INCORPORATION OF TOPI, INC.

### ARTICLE I. NAME

The name of the corporation shall be:

**TOPI, INC.**

### ARTICLE II. RESIDENT AGENT

The resident agent of business of the Corporation shall be located in the State of Idaho, County of Bonneville, City of Idaho Falls at the following address

**Carol J. Strong, 438 "I" Street, Idaho Falls, Idaho 83402**

### ARTICLE III. NATURE OF BUSINESS:

The nature of the business shall be to engage in any lawful activities under the laws of the State of Idaho.

### ARTICLE IV. DURATION:

The duration of the Corporation's life shall be perpetual.

### ARTICLE V. STOCK:

The total authorized stock of the corporation shall be: Five thousand (5,000) shares of Common stock with a par value of \$00.00 (No Par Value). No restrictions are assessed to the shareholders. No preemptive rights are denied to the shareholders. No restrictions regarding the transfer of shares are assessed to the shareholders.

IDAHO SECRETARY OF STATE  
DATE FEB 20 1996 0900

CK #: 271 CUST# 65200

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**ARTICLE VI. BOARD OF DIRECTORS:**

The Governing Board of the Corporation shall be denominated the "Board of Directors" therefore, and shall initially and totally be composed of the following individuals, each whom shall be demoninated a "Director" of the Corporation, residing at the addressed listed herein:

**Carol J. Strong, 438 "I" Street, Idaho Falls, Idaho 83402**  
**Thomas W. , 438 "I" Street, Idaho Falls, Idaho 83402**

**ARTICLE VII. POWERS OF GOVERNING BOARD:**

The Governing Board of the Corporation is specifically granted by these Articles of Incorporation all powers permitted to be vested in the Governing Board of the Corporation by the applicable Sections of the Idaho Code, Idaho Corporation Act, Title 30.

**ARTICLES VIII. NON-ASSESSABILITY FOR CORPORATION DEBTS:**

Owners or holders of shares of stock in the Corporation may never be assessed to pay the debts of the Corporation.

**ARTICLES IX. INCORPORATOR:**

The name and address of the Incorporator of this Corporation is as follows:

**Carol J. Strong, 438 "I" Street, Idaho Falls, Idaho 83402**

ARTICLE X. CORPORATE POWERS:

The Corporation wishes to assert all possible powers exercisable by it as a Corporation or as an individual under the laws of the State of Idaho, including, but not limited to, any powers to create, define, limit, or regulate in any permitted area; any powers to own, trademark, patent, or govern its own business products or affairs; any powers to act in any business name under which it may legally operate; and any powers to accrue, automatically such additional or new powers as may be prescribed by any Federal or State Statute which may be enacted now or in the future.

ARTICLE XI. LIABILITY OF DIRECTORS:

As fully as possible under the laws of the State of Idaho as they now exist and as they may from time to time be revised, the Corporation intends that its Directors be protected from legal action by stockholders or other persons (natural or otherwise) on account of service as Directors of the Corporation. A Director shall not be liable for damages for actions of the Corporation to stockholders or to any other person (natural or otherwise) unless such Director engaged in personal fraud affecting such action or actions of the Corporation.

IN WITNESS WHEREOF, the incorporator hereof does set his/her hand this 16<sup>th</sup>  
day of February, 1996.

Carol J. Strong  
Carol J. Strong

STATE OF IDAHO }

COUNTY OF BONNEVILLE }

On this 16<sup>th</sup> day of February, 1996, before me, the undersigned Notary Public, Carol J. Strong personally appeared to me known to be the individual described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

Carol J. Strong  
NOTARY PUBLIC

Expiration Date: 12/5/96