

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

TEAM PERSONNEL SERVICES OF IDAHO, INC.

File number C 108960

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: January 10, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sible*

ARTICLES OF INCORPORATION
OF
TEAM PERSONNEL SERVICES OF IDAHO, INC.

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The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Code, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is Team Personnel Services of Idaho, Inc.

ARTICLE TWO

The period of duration of the Corporation is perpetual.

ARTICLE THREE

The purpose for which the Corporation is organized is to engage in any or all lawful acts, activities or businesses which a corporation may engage in under the Idaho Business Corporation Code.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have authority to issue is 100,000 shares of common stock, all of such shares having a par value of \$1.00 per share. The shares are designated as common stock and have identical rights and privileges in every respect.

ARTICLE FIVE

The street address of the initial office of the Corporation is 21 North Orchard, Boise, Idaho 83706 and the name of the initial registered agent of the Corporation at such address is Darlene McKellar.

ARTICLE SIX

The number of directors constituting the initial Board of Directors is two (2) directors, however, thereafter the Corporation's by-laws shall fix the number of directors constituting the Board at one (1) or more members. The name and address of the persons who are to serve as the directors until the

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first annual meeting of the shareholders, or until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Raymond W. Clawson	1 Pembroke Lane Cartersville, Georgia 30120
Rhonda L. Mills	17 Buckingham Court Cartersville, Georgia 30120

The number of directors constituting the Board of Directors shall be fixed by the Corporation's By-Laws or amendments thereto.

ARTICLE SEVEN

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Raymond W. Clawson	1 Pembroke Lane Cartersville, Georgia 30120

ARTICLE EIGHT

The mailing address of the initial principal office of the Corporation is 21 North Orchard, Boise, Idaho 83706.

ARTICLE NINE

Without necessity for action by its shareholders, the Corporation may purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor.

ARTICLE TEN

Cumulative voting for directors is prohibited, and the directors of the Corporation shall be elected by plurality vote.

ARTICLE ELEVEN

The corporation may indemnify any director, officer, or employee, or former director, officer, or employee of the Corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of stock, or of which it is a creditor, against expenses actually and necessarily incurred by him and any amount paid in satisfaction of judgements in connection with any action, suit, or

proceeding, whether civil or criminal in nature, in which he is made a party by reason of being or having been such a director, officer, or employee (whether or not a director, officer, or employee at the time such costs or expenses are incurred by or imposed upon him). The Corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled by law or under any by-laws, agreement, vote of shareholders, or otherwise.

ARTICLE TWELVE

No shareholder of this Corporation shall by reason of his holding shares of any class have any preemptive or preferential right to purchase or subscribe for any shares of any class of this Corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds, or other securities, would adversely affect the dividend or voting rights of such shareholder, other than such rights, if any, as the Board of Directors, in its discretion, may grant to the shareholders to purchase such additional securities; and the Board of Directors may issue additional or treasury shares of any class of this Corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase share of any class without offering the same in whole or in part to the existing shareholders of any class.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

This 9th Day of January, 1995


Raymond W. Clawson