

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

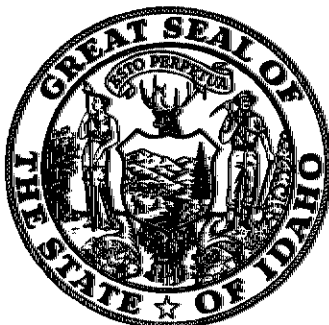
INTELLISYS, INC.

File number C 109276

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 1, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley J. Clark*

FEB 1 2 20 PM '95  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION**  
of  
**INTELLISYS, INC.**

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IDAHO SECRETARY OF STATE  
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CUST# 44214  
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KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I - CORPORATE NAME**

The name of this corporation is Intellisys, Inc.

**ARTICLE II - PERIOD OF DURATION**

The corporation shall have perpetual existence.

**ARTICLE III - CORPORATE POWERS**

The objects and purposes for which this corporation is formed are:

The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**ARTICLE IV - AUTHORIZED SHARES**

The amount of the capital stock of the corporation shall be 10,000,000 shares of common stock and each share shall have no par value. Said stock shall be and is non-assessable.

**ARTICLE V - REGISTERED AGENT**

The location and address of the registered office of the corporation shall be and is 737 N. 7th Street, Boise, Idaho 83702-5595. The name of its initial registered agent at such address is Gary L. Montgomery.

## **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is three whose names and addresses are:

Robert Scoville  
4525 Ginger Creek Drive  
Meridian, ID 83642

John Watts  
3404 Marcus Street  
Newport Beach, CA 92663

John Day  
3351 N. Highwood Place  
Meridian, ID 83642

The above named persons shall serve as directors until the first annual meeting of shareholders or until successors be elected and qualified.

## **ARTICLE VII - INCORPORATORS**

The name and post office address of the original incorporator is:

Robert Scoville  
4525 Ginger Creek Drive  
Meridian, ID 83642

## **ARTICLE VIII - STOCKHOLDERS' LIMITED LIABILITY**

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

## **ARTICLE IX - CONFLICTS OF INTEREST**

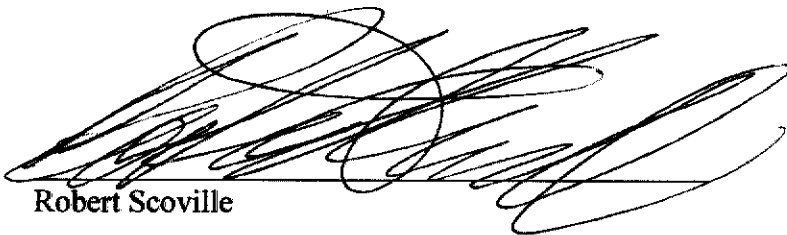
No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any

of the directors or shareholders of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any directors, individual or any firm of which any director or shareholder 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 the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or shareholders of the corporation which shall authorize any such contract or transaction with like force and effect as if he/she were not such officer or director of such other corporation or not so interested.

#### **ARTICLE X - FIDUCIARY DUTY**

The personal liability of a director/shareholder to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director/shareholder is hereby eliminated and no director/shareholder shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director/shareholder, except that the personal liability of a director/shareholder to the corporation or its stockholders for any breach of the directors/shareholders duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law shall not be eliminated and the personal liability of a director/shareholder to the corporation or its stockholders for the liability imposed by Idaho Code 30-1-48 shall not be eliminated and the personal liability of a director/shareholder to the corporation or its stockholders for personal liability for any transaction from which the director/shareholder derived a legally improper personal benefit shall not be eliminated.

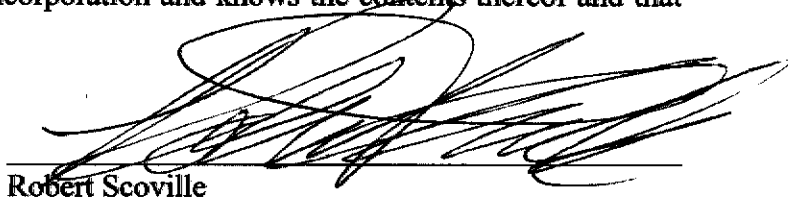
IN WITNESS WHEREOF, We have hereunto set our hands and seals  
this \_\_\_\_\_ day of January, 1995.

  
Robert Scoville

STATE OF IDAHO            )  
                                      ) ss.  
County of Ada             )

Robert Scoville, being first duly sworn, upon oath, deposes and says:

That he is the incorporator named in the above-entitled Articles of Incorporation;  
that he has read the foregoing Articles of Incorporation and knows the contents thereof and that  
the same are true as he verily believes.

  
Robert Scoville

SUBSCRIBED AND SWORN To before me this \_\_\_\_\_ day of January, 1995.

(SEAL)

\_\_\_\_\_  
Notary Public for State of Idaho  
Residing at:  
My Commission Expires: