

**FILED/EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
POSITRON SYSTEMS, INC.**

APR 18 4 35 PM '01

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as incorporator, hereby executes these Articles of Incorporation for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under Chapter 1, Title 30 of the Idaho Code, the Idaho Business Corporation Act (the "IBCA"), and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I  
NAME OF THE CORPORATION**

The name of this Corporation shall be POSITRON SYSTEMS, INC.

**ARTICLE II  
DURATION AND PURPOSES**

This Corporation shall have a perpetual existence, and the nature of the business or purposes to be conducted or promoted by the Corporation is to transact any and all lawful business for which corporations may be organized under the IBCA; to do everything necessary, properly, 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 IBCA, by other law or by these Articles of Incorporation.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation in the State of Idaho is 12899 W. Grenadier Drive, Boise, Idaho, 83713. The name of its registered agent at such address is Steven E. Bolen.

**ARTICLE IV  
AUTHORIZED SHARES**

**Section 4.1** The Corporation is authorized to issue two classes of capital stock, to be designed respectively "Common Stock" and "Preferred Stock". The total number of shares of Common Stock the Corporation shall have the authority to issue is 10,000,000, and the Common Stock shall have no par value per share. The total number of shares of Preferred Stock the Corporation shall have authority to issues to 4,000,000, and the Preferred Stock shall have no par value per share.

**ARTICLES OF INCORPORATION - 1.**

IDAHO SECRETARY OF STATE

04/19/2001 09:00  
CK: 1025 CT: 139430 BH: 391963

1 @ 100.00 = 100.00 CORP # 2

C 130675

**Section 4.2** The Preferred Stock may be issued in one or more series. The Board of Directors is hereby authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any such series and the designation, relative powers, preferences, and rights and qualifications, limitations or restrictions of all such series.

**Section 4.3** The authority of the Board with respect to each series of Preferred Stock will include, without limiting the generality of the foregoing, the determination of any or all of the following: (a) the number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series; (b) the voting powers, if any, and whether such voting powers are full or limited in such series; (c) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid; (d) whether dividends, if any, will be cumulative or noncumulative, the dividend rate of such series, and the dates and preferences of dividends on such series; (e) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation; (f) the provisions, if any pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes of stock, or any other security of the Corporation or any other corporation or other entity, and the price or prices or the rates of exchange applicable thereto; (g) the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation or entity; (h) the provisions, if any, of a sinking fund applicable to such series; and (i) any other relative, participating, optional, or other special powers preferences, rights, qualifications, or restrictions thereof; all as may be determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for issuance of such Preferred Stock (collectively, a "Preferred Stock Designation").

**Section 4.4** Each share of Preferred Stock issued by the Corporation, if reacquired by the Corporation (whether by redemption, repurchase, conversion to Common Stock or other means), shall upon such reacquisition resume the status of authorized and unissued shares of preferred Stock, undesignated as to series and available for designation and issuance by the Corporation in accordance with the immediately preceding paragraph.

**Section 4.5** The Corporation shall from time to time in accordance with the IBCA increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance shall not be sufficient to permit conversion of the Preferred Stock.

**Section 4.6** Except as may otherwise be provided in a Preferred Stock Designation, the holders of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of Common Stock held of record by such holder as of the record date for such meeting.

**ARTICLE V**  
**BOARD OF DIRECTORS**

**Section 5.1** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in a Preferred Stock Designation or a shareholder agreement authorized under Section 30-1-732 of the IBCA.

**Section 5.2** The number of Directors constituting the initial Board of Directors is no more than five (5), and the name and address of the person who is to serve as the initial Director until the first annual meeting of shareholders or until his successor(s) are elected and qualified is:

<u>Name</u>	<u>Address</u>
Steven E. Bolen	12899 W. Grenadier Drive Boise, Idaho 83713
Douglas W. Akers	2832 Balboa Idaho Falls, Idaho 83404
Robert G. Hamlin	2312 W. Brisbane Court Eagle, Idaho 83616

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

Except as may be set forth in a Preferred Stock Designation or a written agreement among shareholders, no shareholder of this Corporation shall have any preemptive rights with respect to (i) any shares of any class of stock of the Corporation, whether now or hereafter authorized, (ii) any warrants, rights, or options to purchase any such shares, or (iii) any obligations convertible into any such shares or into warrants, rights or options to purchase any such shares.

**ARTICLE VII**  
**CUMULATIVE VOTING**

Except as any be set forth in a Preferred Stock Designation, the shareholders of the Corporation shall not be entitled to cumulative voting at any election of Directors.

**ARTICLE VIII**  
**DIRECTOR LIABILITY**

To the full extent permitted by the IBCA or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

**ARTICLE IX**  
**INDEMNIFICATION**

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the IBCA or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article IX. No amendment to or repeal of this Article IX shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such direction, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

**ARTICLE X**  
**INCORPORATOR**

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Steven E. Bolen	12899 W. Grenadier Drive Boise, Idaho 83713

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate this 18<sup>th</sup> day of April, 2001.

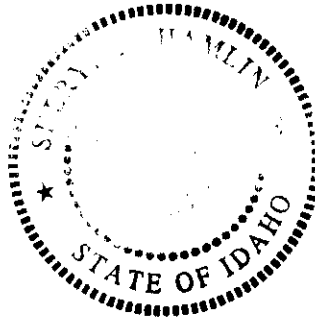
INCORPORATOR:

Steven E. Bolen  
Steven E. Bolen

STATE OF IDAHO            )  
                                      ) ss.  
County of Ada                )

On this 18<sup>th</sup> day of April, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared Steven E. Bolen, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Sheryl K. Hamlin  
NOTARY PUBLIC FOR IDAHO  
Residing at Boise, Idaho  
Commission Expires: 6/23/2005

GR:Positron Systems\6075\_Articles

ARTICLES OF INCORPORATION - 5.