



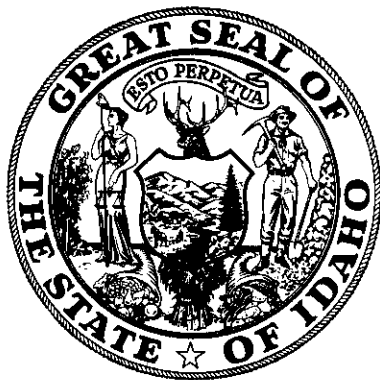
**CERTIFICATE OF INCORPORATION
OF**

CENTURUM HEARING AID, INC.

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 13, 1986**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

CENTURUM HEARING AID, Inc.

KNOW ALL MEN BY THESE PRESENTS: That we , the undersigned, being all bona fide citizens of the United States of America, being of full age, do, under and in pursuance of the general corporation laws of the State of Idaho, hereby organize, constitute and associate ourselves, and such other persons as may hereafter become associated with us, into a body politic and corporate, and to that and execute the following ARTICLES OF INCORPORATION, and we do hereby set forth and declare as follows:

ARTICLE I

That the name of this corporation is, and shall be hereinafter known as CENTURUM HEARING AID, Inc.

ARTICLE II

That the principle office of this corporation shall be at the Electric Building, Suite B1, 214 East Center Street, the City of Pocatello, Bannock County, State of Idaho, and other offices for the for the transaction of the business of the corporation shall be established by the Board of Directors from time to time, both within and outside the State of Idaho, and that the meetings of the Board of Directors may be had pursuant to the provisions of the By-Laws at the principle office or at such other places as the By-Laws provide.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The purpose for which this corporation is formed are as follows:

(a) To institute, enter into, assist, conduct, perform, carry on, or participate in every kind of wholesale, retail sale and repair of audio aids for hearing impediments, without limiting the generality of the foregoing to manufacture, purchase, or otherwise acquire, hold, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, invest, trade, deal in and with goods, wares and merchandise of every class and description; and to finance the aforesaid transactions by taking the purchasers notes, either secured or unsecured, by chattel mortgages or by holding or acquiring conditional sales contracts to finance the sales of this corporation or any other corporation similarly situated.

(b) To buy, sell, hold, acquire, own, mortgage, hypothecate, convey, transfer, lease, exchange, trade, and dispose of real and personal property.

(c) To invest the capital of the corporation for any of the purposes aforesaid, and in building or otherwise improving or adding to the marketable value of the lands or other properties from time to time acquired by the corporation.

(d) Subject to the provisions of the law, the corporation may purchase or otherwise acquire, hold, and reissue the shares of its capital stocks.

(e) To acquire the good will, rights, property and assets of all kinds, and to undertake the whole or any part of the liabilities of any person, firm, association, or associations, corporation or corporations, on such terms and conditions as may be agreed on, and to pay for the same in cash, stock bonds, debentures, or other securities of this corporation or otherwise; to acquire and undertake any or all part of the business assets and liabilities of any person, firm, association or corporation.

(f) In the purchase of or acquisition of property business rights or franchises, or the sale thereof, or for additional working capital or for any other object in or about its business or affairs, and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments, and evidences of indebtedness of all kinds, whether secured instruments by mortgage, pledge, deed of trust or other wise.

(g) To enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association, corporation, private, public or municipal, or body politic and with the Government of the United States, or any state, territory or colony thereof, or any foreign government.

(h) In general, but in connection with the foregoing, the corporation may carry on any other business and have and exercise all powers conferred by the Laws of the State of Idaho upon corporations formed under the laws of said State; it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation.

ARTICLE V

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated

by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation or are in any degree individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested; PROVIDED HOWEVER: The minutes of such meeting whereby such contract or other transaction is voted on shall set forth what the interest is of all concerned.

The corporation, acting through its Board of Directors, shall have the authority to indemnify or advance expenses to any director, officer, employee, or agent as incurred expenses or liabilities (including attorney fees), which, in the absolute discretion of the Board of Directors, are considered to have been incurred on behalf of the Corporation. The rights expressed herein shall be in addition to any rights for indemnification contained in any applicable law.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation could indemnify him against such liability under the provisions of this Article.

At a special meeting of the share holders called expressly for that purpose, the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors. No Director may be removed if the votes cast against his removal would be sufficient to elect him if cumulatively voted at an election of the entire Board of Directors. No Director shall be entitled to receive notice of, or a hearing with respect to, his removal.

A Director of the Corporation may vote on all matters relating to his employment by the Corporation in any capacity, including the fixing of his compensation. A Director shall be permitted to serve the Corporation in other capacities, including that of officer, subject to the restrictions of Article XI of these Articles of Incorporation, employee, agent, or advisor.

These Articles of Incorporation may be amended by the written consent or affirmative vote of a majority of the holders of the issued and outstanding shares of common voting stock.

ARTICLE VI

The corporate powers, business and property of the corporation shall be exercised, conducted and controlled by a board of directors

consisting of not less than three (3) nor more than five (5) directors who shall be elected by the stockholders in accordance with the By-Laws and who shall have the power to repeal, amend and adopt new By-Laws of and for the corporation, and to hold their meetings pursuant to the provisions of the By-Laws, and at such places and at such times as the said Board of Directors may, by resolution, direct, or by act of the Board fix, both within and outside of the State of Idaho. The names and post office addresses of the directors until the first annual meeting of the stockholders are as follows:

Steven Rademacher
348 Sue Road
Pocatello, Idaho
83201

Eugene L. Mc Coy
P. O. Box 2005
Pocatello, Idaho
83206

Dennis De Roche
P. O. Box 2005
Pocatello, Idaho
83206

ARTICLE VII

That the amount of the authorized capital stock shall be of one class as follows:

- (a) COMMON VOTING: Twenty Thousand (20,000) shares at a par value of One and no/100 Dollars (\$1.00).

Voting of the shares shall be on a non-cumulative basis.

TRANSFER OF STOCK. The stock of the Corporation shall not be transferable by the shareholders unless it is first offered, for a reasonable periods of time to the Corporation and, if not purchased by the Corporation, to the other shareholders as follows:

- (a) The offer of sale shall be in writing directed to the Board of Directors and the Corporation shall have a period of thirty (30) days within which to accept or reject, in writing, the said offer, and;
- (b) The offer of sale shall be in writing directed to the shareholders of the corporation and they shall have a period of thirty (30) days within which to accept or reject, in writing, the said offer, and;
- (c) If neither the Corporation or the other shareholders elect to purchase the said shares, then the shareholder wanting to sell his shares shall have the right to sell to the general public his shares of stock in the said Corporation at any price that he may be able to negotiate, and;
- (d) In the event that the Corporation should elect to purchase the said shares, they will have the right to pay 20% of the purchase price within sixty (60) days of the election and the balance, in quarterly payments, over a period two (2) years at an interest rate not to exceed 10% per annum on the principal balance due and owing, with the payments being first applied to accrued interest and then to principal. The whole amount of principal may

be paid at any time prior to the maturity of the contract to purchase without any pre payment penalties.

- (e) In the event that the Shareholders should elect to purchase the said shares, they will have the right to pay 20% of the purchase price within sixty (60) days of the election and the balance, in quarterly payments, over a period two (2) years at an interest rate not to exceed 10% per annum on the principal balance due and owing, with the payments being first applied to accrued interest and then to principal. The whole amount of principal may be paid at any time prior to the maturity of the contract to purchase without any pre payment penalties.
- (f) The formula for the purchase price of the shares, as set forth in this article, shall be based upon the value of assets, minus the liabilities, plus the average net income over the previous two (2) fiscal years of the Corporation, divided by the authorized common voting stock to reach the value of the shares.

Average net income shall mean that income to the Corporation after all of the expenses of the Corporation, with the exception of the salaries of the Board of Directors and the officers.

- (g) In the event of the untimely demise of any of the share holders, the Corporation and/or the remaining share shall have the right to purchase the said shares from estate of the deceased under the formula setforth herein and under the terms of insurance as will be setforth in the By-Laws of the Corporation.
- (h) In the event that a minority stock holder should become embattled with the majority stock holders to the point that said minority stock holder is unable to realize any return on his investment, he shall have the right to offer the said shares of stock in the foregoing manner and if he cannot sell them, then the Corporation shall be required to purchase their shares of stock in accordance with sub-paragraph (f), but the requirement of 20% of the purchase price shall not be invoked and the Corporation shall have the right to pay the purchase price over a thirty six (36) month period without any interest on the principal.
- (i) The shares of stock shall not be pledged as security for any debt of the share holder, nor assigned for the benefit of any creditor of the share holder and in the event that any of the shareholders should file a petition, voluntary or involuntary, in bankruptcy, the Corporation or other share holders shall have the right to exercise the option to purchase the said shares under the terms of this Article.

- (j) Should any persons, other than the parties who are subscribing to the original issue of stock, want to purchase any of the shares of stock of the Corporation, the matter shall be placed before the Board of Directors for a vote and a majority of the Board of Directors shall determine the acceptance or rejection of said sale. In the event of a tie, then the question shall be place before the stock holders, either at a special meeting or at the annual meeting, which ever the Board of Directors shall determine, for a vote and the majority shall either accept or reject the offer of purchase.

All shares of stock shall have imprinted upon their face a Notice of Restriction of Transfer.

The holders of shares of stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus, dividends payable either in cash, or in property. No dividends shall be paid upon the said shares in any medium if the source out of which it is proposed to pay the dividend is due to or arises from unrealized appreciation in value or from revaluation of assets, or if the Corporation is, or is thereby rendered, incapable of paying its debts as they become due in the usual course of its business.

This article may be amended by a resolution of the majority of the board of directors and voted upon and ratified by a majority of the common voting share holders of the corporation.

ARTICLE VIII

That the shares of said stock shall be non-assessable.

ARTICLE IX

The affirmative vote or written consent of 51% of the issued and outstanding shares of the common voting and common non voting stock shall be necessary for the following corporate action:

- (a) Merger or consolidation of the Corporation, and;
- (b) Reduction or increase of the stated capital of the said Corporation, and;
- (c) Sale, lease or exchange of a major portion of the property or assets of the Corporation, and;
- (d) Dissolution of the Corporation.

ARTICLE X

That the Statutory agent of the said Corporation shall be:

Eugene L. Mc Coy, Attorney at Law

Office address
214 East Center Street
Pocatello, Idaho 83201

Mailing address
P. O. Box 2005
Pocatello, Idaho 83206

ARTICLE XI

At least one officer of the Corporation shall be licensed, by the State of Idaho, as a dispensing hearing aid dealer and said license shall be one in good standing whereby the said holder thereof may be considered a dealer in the State of Idaho and conduct business under the said license.

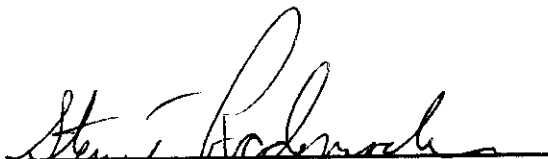
ARTICLE XII

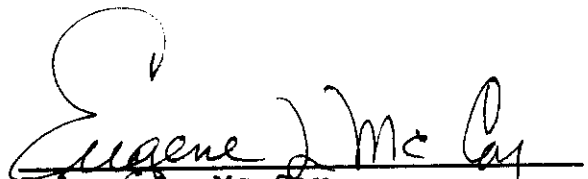
That the amount of said capital common voting stock that has been actually subscribed is Ten Thousand (10,000) and the names and address of the persons who have subscribed therefore and the number of shares subscribed by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO SHARES</u>
Steven Rademacher	348 Sue Road Pocatello, Idaho 83201	5,000
Eugene L. Mc Coy	P. O. Box 2005 Pocatello, Idaho 83206	, 1

That the foregoing named incorporators are all person of full age, and fully competent and that all of them are citizens of the United States of America.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 10 day of January, 1986.


Steven Rademacher


Eugene L. Mc Coy

STATE OF IDAHO

County of Bannock

SS

On this 10 day of January, 1986, before me the undersigned a Notary Public in and for said State personally appeared STEVEN RADEMACHER and EUGENE L. Mc COY, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they 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.

(seal)



NOTARY PUBLIC FOR IDAHO
Residing at Pocatello
Commission expires: 7/16/86