

ARTICLES OF INCORPORATION  
OF  
PALOUSE PERSONAL COMPUTERS, INC.

2010 DEC 21 PM 2: 01

SECRETARY OF STATE  
STATE OF IDAHO

Effective as of December 20, 2010 (the "effective date"), the Articles of Incorporation of Palouse Personal Computers, Inc., are in their entirety as follows:

ARTICLE 1  
NAME OF THE CORPORATION

The name of the corporation is "Palouse Personal Computers, Inc.," otherwise known as Palouse PC, Inc., (herein after the "Corporation").

ARTICLE 2  
PURPOSE OF THE CORPORATION

The purpose of the Corporation shall be to conduct any and all other lawful activities for which corporations may undertake under Idaho Code §30-1-301.

ARTICLE 3  
DURATION

The period of duration of the Corporation is perpetual.

ARTICLE 4  
SHARES

**3.1 Stock.** The aggregate number of share the Corporation is authorized to issue shall be 400, with a par value of \$5.00 each, consisting of 400 common shares of voting stock (herein after the "Common Stock"). The 400 shares of Common stock shall be directly issued and not held as Treasury Stock.

**3.2 Transfer.** No shareholder of the Corporation may sell or transfer shares except to another individual who is eligible to be a shareholder of the Corporation in accordance with the Bylaws and Shareholders Agreement of the Corporation. Sale or transfer may be made only after the sale or transfer has been approved at a Shareholders meeting especially called for the purpose of approving the sale or transfer of Common Stock. At the special meeting, a majority of the outstanding stock of the corporation must approve the sale or transfer of Common Stock.

**3.3 Treasury Shares.** Upon the effective date, all shares of Common Stock shall issue. No Stock shall be held in reserve. Any shares reacquired by the Corporation shall be Treasury Shares and may be held, used, resold, or disposed of in any manner consistent with the terms and restrictions herein and held within the Shareholders agreement and Corporate Bylaws.

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**ARTICLE 5  
PREEMPTIVE RIGHTS**

Shareholders of the Corporation shall have no preemptive rights to acquire stock in the Corporation.

**ARTICLE 6  
CUMULATIVE VOTING**

Shareholders of the Corporation do not have the right to cumulate their vote for Board of Directors.

**ARTICLE 7  
NOTICE OF MEETINGS AND VOTING**

**6.1 Notice.** Written notice of all annual meetings and special meetings shall be personally delivered by hand or by U.S. certified mail with return receipt to all shareholders of the Corporation.

**6.3 Voting.** Each outstanding share of stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other Corporate purposes.

**ARTICLE 8  
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 106 W. First Street, Moscow, Idaho, 83843, and the name of the registered agent at such address is Jordan Smith.

**ARTICLE 9  
BOARD OF DIRECTORS POWERS AND APPOINTMENT**

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws or adopt new Bylaws.

The number of directors constituting the Board of Directors of the Corporation will not be less than one (1) and no greater than three (3). Under the Articles of Incorporation and until changed as provided in the Bylaws of the Corporation the number of directors who constitute the Board of Directors is two (2). The names and addresses of such persons to serve as the Board of Directors are as follow:

Jordon Smith  
106 W. First. Street  
Moscow, Idaho 83843

Adam Naranjo  
1124 N. Polk Extension  
Moscow, Idaho 83843

The first directors listed above shall serve until the first annual meeting of the shareholders and until their successors are elected and qualified.

#### **ARTICLE 10**

#### **TRANSACTIONS WITH INTERESTED SHAREHOLDERS**

No contracts or other transactions 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 director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily interested in, any contracts or transactions of the corporation, provided that the fact that he or such firm so interested shall be disclosed in writing and made known to the Board of Directors.

#### **ARTICLE 11**

#### **ACTIONS BY SHAREHOLDERS WITHOUT A MEETING**

Any action required or which may be taken at a shareholders meeting may be taken without a meeting if a written consent setting forth the action so taken is signed by all shareholders entitled to vote with respect to the subject matter thereof. Such consent be inserted in the minute books as if it were the minutes of a meeting of the shareholders. Furthermore, any action required or which may be taken at a shareholders meeting may be taken without a meeting if a written consent setting forth the action so taken is signed by shareholders holding record or otherwise entitled to vote in the aggregate not less than the minimum number of votes that would be necessary to approve such corporate action at a meeting, as provided in Idaho Code §30-1-704.

#### **ARTICLE 12**

#### **INCORPORATOR**

For purposes of the Articles of Incorporation, the name and address of the Incorporator is as follows:

Chelsea Kidney, Attorney at Law  
Of the firm, Scott Rose, Attorney at Law  
300 Main Street, Suite 153  
Boise, ID 83702  
(208) 342-2552

#### **ARTICLE 13**

#### **LIMITATION OF LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or its

shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for 1) the amount of a financial benefit received by a director to which he is not entitled, 2) an intentional infliction of harm on the Corporation or the shareholders, 3) a violation of Idaho Code §30-1-833, or 4) an intentional violation of criminal law.

#### **ARTICLE 14 INDEMNIFICATION**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended, (but in the case of such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment). Furthermore, the Corporation shall indemnify and hold harmless the Shareholders for all debts of the Corporation to the fullest extent permitted by the laws of the State of Idaho.

#### **ARTICLE 15 AMENDMENT**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and directors are subject to this reserved power.

#### **ARTICLE 16 EXECUTION**

For the purpose of forming Palouse PC, Inc., under the laws of the State of Idaho, the undersigned Incorporator have signed these Articles of Incorporation on December 20, 2010.

Dated: 12-20-2010

By: Chelsea Kidney  
Chelsea Kidney, Attorney at Law  
Of the Firm, Scott Rose Attorney at Law