



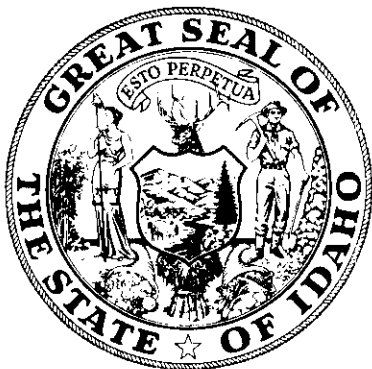
CERTIFICATE OF AUTHORITY  
OF

OMNI-SENTINEL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of OMNI-SENTINEL, INC.  
\_\_\_\_\_ for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to OMNI-SENTINEL, INC.  
to transact business in this State under the name OMNI-SENTINEL, INC.  
\_\_\_\_\_ and attach hereto a duplicate original of the Application for such Certificate.

Dated October 28, 1982



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is OMNI-SENTINEL INC.
2. \*The name which it shall use in Idaho is OMNI-SENTINEL INC. DBA  
BITTERROOT SECURITY AND MCALLISTER & ASSOCIATES.
3. It is incorporated under the laws of MONTANA
4. The date of its incorporation is November 28, 1979 and the period of its  
duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is  
317 Pistol Lane, Victor, Montana, 59875
6. The street address of its proposed registered office in Idaho is 2032 Ripon Ave,  
LEWISTON, IDAHO 83501, and the name of its proposed  
registered agent in Idaho at that address is RANDY KINGSBURY
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
GUARD SERVICES FOR INDUSTRIAL PLANT & OCCASIONAL PRIVATE INVESTIGATION
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>DAVID E. MCALLISTER</u>	<u>PRESIDENT</u>	<u>317 PISTOL LANE, VICTOR, MT.</u>
<u>MICHAEL D. MCALLISTER</u>	<u>VICE PRESIDENT</u>	<u>5803 HILLVIEW WY, MISSOULA, MT. 59803</u>
<u>PATRICIA MCALLISTER</u>	<u>SEC/TRES</u>	<u>317 PISTOL LANE, VICTOR, MT.</u>
<u>JOHN MCRAE</u>	<u>DIRECTOR</u>	<u>571 BASS LANE, CORVALLIS, MT.</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1000</u>	<u>N/A</u>	<u>WITHOUT PAR VALUE</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1000	N/A	WITHOUT PAR VALUE

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated OCTOBER 25, 19 82.

OMNI-SENTINEL INC

By David E. McAllister

Its \_\_\_\_\_ President

and Patricia McAllister

Its \_\_\_\_\_ Secretary

STATE OF MONTANA )

COUNTY OF RAVALLI ) ss:

I, Margaret L. Buffo, a notary public, do hereby certify that on this 26th day of October, 19 82, personally appeared before me David E. + Patricia McAllister, who being by me first duly sworn, declared that they are the Pres. + Sec/Treas of Omni-Sentinel Inc and Bitterroot Security McAllister + Assoc. that they signed the foregoing document as Pres. + Sec/Treas of the corporation and that the statements therein contained are true.

Margaret L. Buffo

Notary Public **NOTARY PUBLIC for the State of Montana**  
Residing at Victor, Montana  
My Commission expires December 3, 1983

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

**SECRETARY OF STATE**  
STATE OF MONTANA

**Jim Waltermire**  
Secretary of State

State Capitol  
Helena, Montana 59620

CERTIFICATION

I hereby certify that the attached is a true and complete copy  
of the 9 page document(s) on file in this office.

DATED: October 15, 1982

Jim Waltermire  
SECRETARY OF STATE  
Flourence Armagast  
Deputy

# Office of the Secretary of State



## OF THE STATE OF MONTANA

### CERTIFICATE OF INCORPORATION

I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that duplicate originals of Articles of Incorporation for the incorporation of

OMNI-SENTINEL, INC.

duly executed pursuant to the provisions of Section 35-1-201 of the Montana Code Annotated, have been received in my office and are found to conform to law.

NOW, THEREFORE, I, FRANK MURRAY, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation to

OMNI-SENTINEL, INC.

and attach hereto a duplicate original of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 23<sup>rd</sup>

(GREAT SEAL)

day of November A.D. 1979

*Frank Murray*  
FRANK MURRAY

Secretary of State

*Thomas Tucker*  
Thomas Tucker

By ~~LEONARD C. LARSON~~  
Chief Deputy

ARTICLES OF INCORPORATION  
OF  
OMNI-SENTINEL, INC.

226391  
STATE OF MONTANA  
**FILED**  
NOV 28 1979  
FRANK MURRAY  
SECRETARY OF STATE

By Samuel H. Brown  
Deputy James  
90.00

The undersigned incorporators for the purpose of forming a corporation under the Montana Business Corporation Act, do hereby adopt the following articles of incorporation.

ARTICLE ONE

NAME

The name of the corporation is OMNI-SENTINEL, INC.

ARTICLE TWO

DURATION

The period of duration of the corporation is perpetual.

ARTICLE THREE

PURPOSES AND POWERS

The purposes for which the corporation is organized and the powers the corporation shall have and exercise are as follows:

(a) To conduct and operate a private investigations business; to provide and furnish general and specific investigative services to individuals, firms, corporations, or associations requiring or seeking such services; to conduct inquiries and investigations of every legitimate nature, whether civil, criminal, social, individual or otherwise, and to make reports thereon and therein to the proper person or persons.

(b) To conduct and operate a security patrol business; to provide and furnish guards, watchmen and security patrolmen to individuals, firms, corporations, or associations requiring or seeking such services; to prevent or suppress injuries to persons or property due to negligent, or criminal activities; to make reports thereon to the proper person or persons including law enforcement authorities when applicable.

(c) To buy, distribute, sell, install and deal generally with burglar alarms, fire alarms, and other protective systems.

(d) To engage generally as loss prevention consultants to retail business establishments; to render assistance in preventing or suppressing business losses due to shoplifting, bad checks and other criminal activities; to aid or render services in collecting delinquent and other overdue accounts.

(e) To establish a managerial service business to keep, manage, conduct, operate, and to do and perform any other service necessary, pertinent, or convenient to the management and operation of business structures of all kinds belonging to, owned, or leased by individuals, firms, corporations, or associations requiring or seeking such service.

(f) To establish, conduct, operate and manage any other business or businesses permissible to corporations under the laws of the State of Montana.

(g) In general, to manage, operate, and carry on any other business in connection with the foregoing purposes; to do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes, or powers.

(h) To have and exercise all the powers specified in the Montana Business Corporation Act, and especially those powers enumerated by M.C.A. 35-1-108 (1978).

(i) The Board of Directors, subject to any specific written limitations or restrictions imposed by the Montana Business Corporation Act or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

(j) Nothing contained in this Article shall be construed to authorize the Corporation to engage in the business of banking or insurance.

#### ARTICLE FOUR

##### CAPITAL STOCK

(a) Number. The corporation is authorized to issue one class of capital stock to be designated as Common Share Stock. The aggregate number of shares that the corporation is authorized to issue is 1,000 shares, all without par value.

(b) Consideration. The corporation shall have authority to issue its shares only to incorporators and to purchasers from the corporation. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, cash, labor done, personal property or real property, or leases thereof, and in the absence of actual fraud in the transaction, the judgment of the directors of the corporation as to the value of the labor, property, real estate or lease thereof as received, shall be conclusive.

(c) Dividends. The holders of the Capital 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, in property, or in shares of the Capital Stock.

No dividends shall be paid upon the Capital Stock in any medium under any of the following circumstances:

- (1) Unrealized Appreciation. 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 a re-evaluation of assets; or
- (2) Insolvency. If the corporation is, or is thereby rendered incapable of paying its debts as they become due in the usual course of its business.

## ARTICLE FIVE

### PREEMPTIVE RIGHT

The registered holders of the shares of capital stock shall have a preemptive right to purchase, at such equitable prices, terms, and conditions as shall be fixed by the Board of Directors, such increases in the shares of stock as may be authorized and issued upon amendment of these Articles. Such preemptive right shall also apply to shares of the original stock issue which have been reacquired by the Corporation. The exercise of these preemptive rights shall be pro rata to the stockholders in relation to their present holdings.

## ARTICLE SIX

### SMALL BUSINESS CORPORATION

The Corporation shall be a closely held corporation formed pursuant to M.C.A. Title 15, Chapter 31, Part 2.



The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens. The Corporation shall at no time make any offering of its stock which would constitute a public offering under the Securities Act of 1933 and any amendments thereto.

#### ARTICLE SEVEN

##### RESTRICTIONS ON RIGHT TO TRANSFER STOCK

Every shareholder may, at his election, cause the stock held by him in his own name, to be transferred to himself and his spouse or other member of his immediate family as joint tenants. No shareholder, spouse or member of his immediate family, personal representatives, or legatees shall otherwise assign, transfer, give, or sell any corporate stock except in accordance with this Article.

Any holder or personal representative who desires to sell his share or shares of stock shall offer in writing all such shares for purchase by the Corporation. The Board of Directors shall be obliged to purchase any such share or shares out of earned surplus or capital surplus of the Corporation. If such surpluses are not available within thirty days of receipt of the offer, the offer to sell the shares shall be made available to the remaining stockholders. Should the remaining stockholders be unable or unwilling to purchase the share or shares, the offer shall be extended to include such non-stockholder person or persons as the Board of Directors shall designate by a resolution duly passed at and for the same sum per share as if the share or shares were purchased by the Corporation. If the stock has not been purchased in the manner set forth herein within ninety days from the receipt of the offer by the Corporation, the holder or personal representative shall be at liberty to sell the share or shares to any person whomsoever.

Failure of the Board or any or all of the other stockholders to purchase any share or shares and a subsequent sale or transfer thereof to any other person, shall not, as to any future sale or transfer discharge any such share or shares from any restrictions herein contained. It is the intent that all restrictions hereby imposed on the sale or transfer of shares of stock shall apply to all shares thereof, whensoever, howsoever, or by whomsoever acquired, in the hands of all holders or owners, whether original shareholders or subsequent purchasers or transferees and whether acquired through voluntary or involuntary act of a shareholder or by operation of law and whether a part of the first authorized issue or of any subsequent or increased issue.

Where the Board of Directors shall be obliged under this Article to purchase stock, the Board and the person desiring to sell may mutually agree on the value and price to be paid for any share or shares of stock to be sold. If such an agreement cannot be reached, the price to be paid by the Corporation shall be the value of the stock determined by arbitration under the rules of the American Arbitration Association.

## ARTICLE EIGHT

### BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Montana, the Board of Directors is expressly authorized to frame and adopt bylaws of the Corporation and the Board is further vested with the power to alter, amend, or repeal the bylaws or to adopt new bylaws from time to time. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Montana Business Corporation Act or these Articles of Incorporation.

## ARTICLE NINE

### REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's initial registered office is 223 South 2nd Street, City of Hamilton, County of Ravalli, State of Montana, 59840.

The name of the initial registered agent of the Corporation at such business address is David E. McAllister.

## ARTICLE TEN

### DATA RESPECTING DIRECTORS

The initial Board of Directors shall consist of three members.

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders and until their successors shall have been elected and qualified are:

David E. McAllister	Route 1, Box 22B, Victor, MT.
Daniel E. Richie	Route 1, Box 90, Victor, MT.
Michael D. McAllister	Route 1, Box 22B, Victor, MT.

ARTICLE ELEVEN

DATA RESPECTING INCORPORATORS

The names and addresses of the incorporators of the Corporation, all being natural persons, are:

David E. McAllister      Route 1, Box 22B, Victor, MT.

Daniel E. Richie          Route 1, Box 90, Victor, MT.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed in duplicate on this 29 day of Oct., 1979.

David E. McAllister  
David E. McAllister

Daniel E. Richie  
Daniel E. Richie

STATE OF MONTANA    )  
                              : ss.  
County of Ravalli    )

On this 29 day of OCTOBER, 1979, before me, a Notary Public for the State of Montana, personally appeared DAVID E. McALLISTER and DANIEL E. RICHIE, 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 Notarial Seal the day and year first above written.

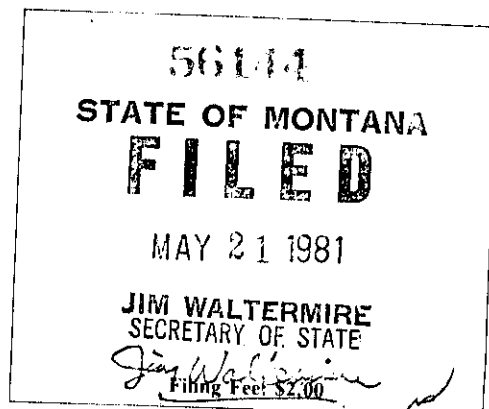
John McKen  
Notary Public for the State of Montana.  
Residing at Hamilton.  
My Commission expires: 14 May 1982

Every corporation is required under Sections 35-1-305, 35-1-1012, 35-2-302, or 35-2-811, Montana Code Annotated to have and continuously maintain in Montana a registered agent at a registered office. Any corporation which changes its registered agent or registered office, or both, or whose registered agent dies or resigns must file a statement of such change in the following form with the Secretary of State.

RECEIVED  
MAY 15 1981  
1 05 PM '81

## STATE OF MONTANA

### Statement of Change of Registered Agent or Registered Office, or Both, of Corporation



## INSTRUCTIONS

- Item 1, 2, 3, 4, 5 and 8 must be completed by all corporations.
- Item 9 must be completed by Montana and Foreign Profit Corporations.
- Items 2 and 4 must show the name of the registered agent and the address of the registered office according to the records of the Secretary of State.
- Items 3 and 5 must show the name of the NEW registered agent and the address of the NEW registered office. If there is no change in one of the two, so state. The address of the registered office must contain a street and number, or a route, or the name of a building. If the registered agent has a Post Office Box number, it may be included.
- Attach \$2.00 check payable to Secretary of State to upper left hand corner of form.

- The exact name of the corporation is  
OMNI-SENTINEL, INC.
- The name of the present (old) registered agent is  
David E. McAllister
- The name of the successor (new) registered agent is  
\_\_\_\_\_
- The address of the present (old) registered office is  
223 South 2nd, Hamilton, Montana, 59840
- The address of the new registered office is  
824 South First Street, Hamilton, Montana
- The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
- Such change was authorized by resolution duly adopted by its board of directors.

#### 8. Execution:

5/15/81

Date of Execution

OMNI-SENTINEL, INC.

Exact name of corporation

By: David E. McAllister

Signature of Officer

President, Omni-Sentinel, Inc.

Title of Officer

#### 9. Verification

State of Montana

County of Ravalli

ss.

Date 5/15/81

I, the undersigned Notary Public, hereby certify that David E. McAllister personally appeared before me and, being by me first duly sworn, declared that he is the corporate officer who executed the foregoing report in behalf of the corporation, and that the statements therein contained are true.

(Notarial Seal)

William C. Lister

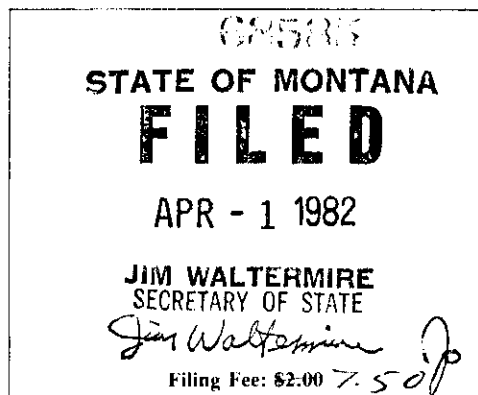
Notary Public for the State of Montana

Residing at Hamilton

My commission expires 8-6-83

Every corporation is required under Sections 35-1-305, 35-1-1012, 35-2-302, or 35-2-811, Montana Code Annotated to have and continuously maintain in Montana a registered agent at a registered office. Any corporation which changes its registered agent or registered office, or both, or whose registered agent dies or resigns must file a statement of such change in the following form with the Secretary of State.

## STATE OF MONTANA

Statement of Change of Registered Agent or  
Registered Office, or Both, of Corporation

## INSTRUCTIONS

- Item 1, 2, 3, 4, 5 and 8 must be completed by all corporations.
- Item 9 must be completed by Montana and Foreign Profit Corporations.
- Items 2 and 4 must show the name of the registered agent and the address of the registered office according to the records of the Secretary of State.
- Items 3 and 5 must show the name of the NEW registered agent and the address of the NEW registered office. If there is no change in one of the two, so state. The address of the registered office must contain a street and number, or a route, or the name of a building. If the registered agent has a Post Office Box number, it may be included.
- Attach \$2.00 check payable to Secretary of State to upper left hand corner of form.

1. The exact name of the corporation is OMNI SENTINEL, INC.

2. The name of the present (old) registered agent is

NO CHANGE

3. The name of the successor (new) registered agent is

NO CHANGE

4. The address of the present (old) registered office is

317 PISTOL LANE, VICTOR, MT 59875

5. The address of the new registered office is

824 SO. 1st, HAMILTON, MT 59840

6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

7. Such change was authorized by resolution duly adopted by its board of directors.

8. Execution:

OMNI SENTINEL, INC

Exact name of corporation

By: David E. McAllister

Signature of Officer

President

Title of Officer

Date of Execution

9. Verification

State of

Montana

County of

Parade

ss.

Date

3/18/82

I, the undersigned Notary Public, hereby certify that David E. McAllister personally appeared before me and, being by me first duly sworn, declared that he is the corporate officer who executed the foregoing report in behalf of the corporation, and that the statements therein contained are true.

(Notarial Seal)

Notary Public for the State of

Montana

Residing at

317 Pistol Lane Victor

My commission expires

3-1-85