

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

PACIFIC SIMULATION, INC.

File number C 112653

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: November 14, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

Nov 14 8 37 AM '95  
SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
PACIFIC SIMULATION, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Idaho Business Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME

1.1 The name of this corporation shall be PACIFIC SIMULATION, INC.

ARTICLE 2. DURATION

2.1 The corporation's duration shall be perpetual.

ARTICLE 3. PURPOSE

3.1 The corporation is organized for the following purposes:

3.1.1 To engage in developing, selling, leasing and licensing software for industrial and commercial use, and providing consulting services to businesses.

3.1.2 To engage in any other business, trade or activity which may lawfully be conducted by a corporation organized under the Idaho Business Corporation Act.

ARTICLE 4. PREEMPTIVE RIGHTS

4.1 Shareholders of this corporation shall not have a preemptive right to acquire additional shares offered for sale by the corporation..

IDAHO SECRETARY OF STATE

11/14/95 9:00:00 AM  
Customer # 2127  
IVC960023937 16384  
CORPORATION PROFIT

1 @ 100.00 = 100.00

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## ARTICLE 5. REGISTERED OFFICE AND AGENT

5.1 The address of the initial registered office of the corporation and the name of the initial registered agent at that address are:

ADDRESS: 121 Sweet Ave., Moscow, ID 83843

NAME: James B. Haynes

## ARTICLE 6. CAPITAL STOCK

6.1 The corporation is authorized to issue 1,000,000 shares of common stock without a par value.

6.2 No stock in the corporation shall be issued, transferred or encumbered without compliance with the terms, conditions and procedures set forth in the Bylaws of the corporation.

## ARTICLE 7. DIRECTORS

7.1 The number and qualifications of directors shall be fixed as provided in the Bylaws and may be changed from time to time by amending the Bylaws. Cumulative voting shall not be permitted for the election of directors.

7.2 The first directors of this corporation shall be three (3) in number and the names and addresses of the persons to serve as directors until the first annual meeting of the Shareholders or until their successors be elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
James B. Haynes	1322 Thatuna Ave., Moscow, ID 83843
Jay J. Scheldorf, Jr.	1228 Tamarack, Moscow, ID 83843
William C. Strand	912 Lewis St., Moscow, ID 83843

7.3 In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter and repeal the Bylaws of the corporation, subject to the power of the shareholders of the corporation to amend or repeal such Bylaws.

7.4 The corporation may enter into conflicting interest transactions with its directors, officers, shareholders and their related persons, and with corporations, associations, firms and entities in which they or a related person are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though a conflicting interests did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation under such transaction; provided, that in the case of any conflicting interest transaction with a director, any disclosure required to be made under the Idaho Business Corporation Act has been made.

7.5 The corporation shall indemnify each director and officer against liability as set forth in the Bylaws and amendments thereto.

#### ARTICLE 8. INCORPORATOR

8.1 The name and address of the incorporator is:

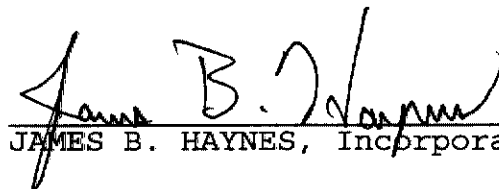
Name

Address

James B. Haynes

1322 Thatuna Ave., Moscow, ID 83843

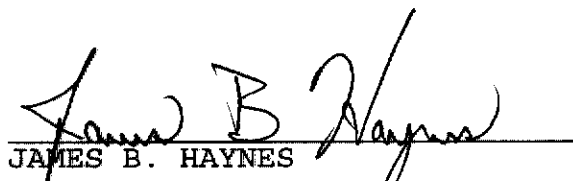
IN WITNESS WHEREOF, the incorporator hereinabove named has hereunto set his hand in duplicate this 9th day of November, 1995.

  
JAMES B. HAYNES, Incorporator

CONSENT OF REGISTERED AGENT

I, JAMES B. HAYNES, hereby consent to serve as Registered Agent, in the state of Idaho, for the following corporation, PACIFIC SIMULATION, INC. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

Date: November 9, 1995

  
JAMES B. HAYNES  
121 Sweet Avenue  
Moscow, ID 83843