

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

FLUX, INC.

File number C 110128

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: April 6, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sibel*

APR 6 11 43 AM '95  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION**  
**OF**  
**FLUX, INC.**

I, Kim Randle Kramer, a person of at least 21 years of age, acting as incorporator under the laws of Idaho, adopt the following Articles of Incorporation:

**ARTICLE A**

The name of this corporation shall be Flux, Inc..

**ARTICLE B**

The period of duration shall be perpetual.

**ARTICLE C**

The purposes for which the corporation is organized are to exercise and enjoy all powers, rights and privileges granted to or conferred upon a corporation by the laws of the State of Idaho now or hereafter in force., as incorporated under the Idaho Business Corporation Act 1993.

**ARTICLE D**

The corporation shall have the power to issue an aggregate of One Hundred (100) shares of common stock having no par value.

**ARTICLE E**

The shares of the corporation are not to be divided into classes.

**ARTICLE F**

The shares of the corporation are not to be issued as preferred or special class in series.

**ARTICLE G**

There are no provisions for preemptive right denial.

**ARTICLE H**

There are no provisions, not inconsistent with law, which the incorporator elects to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation.

**ARTICLE I**

The corporation's initial registered office is 1575 Blue Lakes Boulevard North, Twin Falls, Idaho 83301 and the corporation's initial registered agent at such address is Kim Kramer. Any notices concerning this corporation may be delivered, by mail or otherwise, to the registered agent at said address.

**ARTICLE J**

The initial Board of Directors shall consist of two (2) directors, whose name and address is as follows:

Janis Kramer  
257 Ridgeway Drive  
Twin Falls, Idaho 83301

Kim Kramer  
257 Ridgeway Drive  
Twin Falls, Idaho 83301

IDAHO SECRETARY OF STATE  
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#### ARTICLE K

The corporation shall indemnify any present or former officer or director of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, and their respective heirs, administrators, personal representatives, successors and assigns, against any and all cost and expense, including, but not limited to, counsel fees, judgments paid and amounts paid in settlement (before or after legal proceedings are commenced), actually and reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative or otherwise in nature, in which such person may be involved by reason of being or having been such director or officer of the corporation or such other corporation, except in relation to matters as to which he shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of a duty to the corporation or such other corporation. A conviction or judgment, whether based on a plea of guilty or ~~nolo contendere~~ or its equivalent, or after trial, in a criminal action, suit or proceeding shall not be deemed an adjudication of liability for negligence or misconduct in the performance of a duty to the corporation, or such other corporation, if such director or officer acted in good faith and believed that such action was for the best interests of the corporation or such other corporation with no reasonable cause to believe that the action was illegal. The foregoing indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any bylaw, agreement, vote of shareholders or otherwise. The corporation, its officers, directors, employees or agents shall be fully protected in taking any action or making any payment under this Article L, or in refusing to do so upon the advice of counsel.

#### ARTICLE L

No shares of stock of the corporation shall be transferred, either voluntarily or involuntarily, except on strict compliance with all pertinent terms and conditions in the Bylaws of the corporation, if any, and in any agreement among the shareholders of the corporation.

#### ARTICLE M

In accordance with and insofar as is permitted by Idaho law, the corporation shall have power to purchase its own shares to the extent of unreserved and unrestricted earned surplus or capital surplus available for such purchase.

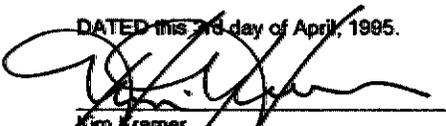
#### ARTICLE N

The name, address, and telephone number of the incorporator is as follows:

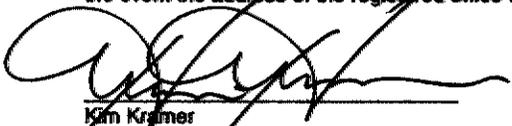
Kim Kramer  
257 Ridgeway Drive  
Twin Falls, Idaho 83301  
(208) 736 - 3838

I, the undersigned incorporator named in the foregoing Articles of Incorporation of Flux, Inc., declare under applicable penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

DATED this 3rd day of April, 1995.

  
\_\_\_\_\_  
Kim Kramer  
257 Ridgeway Drive  
Twin Falls, Idaho 83301

I, Kim Kramer, consent to serve as registered agent for Flux, Inc., maintaining an office for such purpose at the address set forth in Article I above. I understand that it is my responsibility to receive service of process upon said corporation, to promptly notify said corporation of any service of process or notice with respect to such corporation which is served upon me, and to promptly notify the Secretary of State of the State of Idaho in the event of my replacement or resignation, or in the event the address of the registered office of the corporation, as set forth in Article I above, shall change.

  
\_\_\_\_\_  
Kim Kramer  
Registered Agent