

**FILED EFFECTIVE**

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STATE  
CLERK OF IDAHO

**ARTICLES OF INCORPORATION**

**OF**

**IDEA FOUNDATIONS, INC.**

The undersigned incorporators desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE 1  
NAME**

The name of the corporation is **IDEA FOUNDATIONS, INC..**

**ARTICLE 2  
PURPOSE**

The purpose of the corporation is to provide general business consulting services as well as geophysical and site surveying of real property and such other services as may be associated therewith, and the corporation shall have the power to buy, exchange, lease, or otherwise acquire real and personal property and any interest or right therein, and to hold, own, operate, control, maintain, manage and develop such property, businesses and interest in any manner that may be necessary, useful or advantageous and to generally do everything suitable, proper and conducive to the purposes identified above whether in the corporation's own right or as a consultant to third parties, and to do any act customarily performed or done by comparable businesses and to engage in all other lawful activities permitted by corporations.

The corporation may also conduct business and otherwise carry out its purposes and exercise its powers in any state, territory, district or possession of the United States, or any foreign country,

IDAHO SECRETARY OF STATE  
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to the extent that these purposes and powers are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or powers that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States, or any foreign country.

### **ARTICLE 3 DURATION**

The period of duration of the corporation is perpetual.

### **ARTICLE 4 REGISTERED OFFICE AND AGENT**

The address of the corporation's initial registered office in the State of Idaho is 1019 Mays Road, Sagle, County of Bonner, State of Idaho; and the name of its initial registered agent at such address is NORMAN H. LARSON.

### **ARTICLE 5 CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000). The total authorized number of shares shall be without par value. The corporation is authorized to issue only one class of stock. Stock shall be issued and transferable only to natural persons who are not non-resident aliens.

### **ARTICLE 6 DIRECTORS**

The number of directors constituting the initial board of directors is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name

Address

Norman H. Larson

P. O. Box 1136

Sandpoint, ID 83864

Margareta I.Larson

P. O. Box 1136  
Sandpoint, ID 83864

## **ARTICLE 7 INCORPORATOR**

The name and address of each incorporator is:

Name

Address

Norman H. Larson

P. O. Box 1136  
Sandpoint, ID 83864

## **ARTICLE 8 RESTRICTIONS ON STOCK TRANSFER**

No shareholder shall pledge, mortgage, sell, or otherwise transfer all or any portion of his capital stock unless it shall first be offered to the corporation at a price no greater than a bonafide offer by any third person, which offer shall be open to the corporation for a period of one hundred ninety (190) days. In the event any of the said stock is not purchased by the corporation during such period, it shall be offered to the remaining shareholders in the same proportion as their respective stock interests, for a like price and for a similar period of time. Should any of the remaining stockholders decline to purchase his proportionate share of said stock during such period, that share shall be offered to the then remaining shareholders for a like price and for a similar period of time. In the event that any of said stock is not purchased by the corporation or the shareholders, the remaining stock may then be sold by the shareholder at the price of the bonafide offer of the third person. Notice of this restriction shall appear on all stock certificates.

If the corporation or stockholders dispute the purchase price of a bonafide offer, the purchase price shall be determined by appraisal. The cost and expense of the appraisal shall be borne equally

by the selling and purchasing parties. If the value as determined through an independent appraisal is not satisfactory to either the selling or the purchasing party, the value of the shares shall be determined by arbitration, as follows:

The purchasing party and the selling party shall each name an arbitrator. If the two arbitrators cannot agree on a value, they shall appoint a third arbitrator and a decision of the majority shall be binding upon all parties. Arbitration shall be in accordance with the rules of the American Arbitration Association, as such rules may be in effect at the time of arbitration, and as modified by the provisions of Idaho Code §7-901 et seq.. The cost of arbitration shall be borne entirely by the party dissatisfied with the value as determined through independent appraisal.

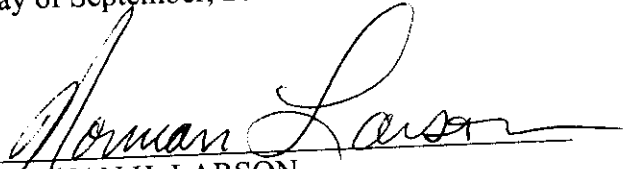
The terms of payment of the purchase price shall be the terms agreed upon by the selling and purchasing parties, if an agreement can be reached. If the parties cannot agree, the purchase price shall be paid with twenty (20%) percent down in cash within ten (10) days of the determination of the value of the shares to be purchased, and the balance shall be evidenced by a Promissory Note signed by the purchasing party. The note shall bear interest at a rate equal to the Federal Housing Authority rate of interest at the time of sale, and shall provide for monthly payments of principal and interest over three years, commencing thirty (30) days after payment of the down-payment. The note shall provide that in the case of default, at the election of the holder, the entire sum of the principal and interest will be immediately due and payable, and for the payment by the maker of reasonable attorney's fees to the holder in the event suit is commenced because of any default.

## **ARTICLE 9 REGULATION OF INTERNAL AFFAIRS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws

may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with the corporate laws of the State of Idaho or these Articles of Incorporation.

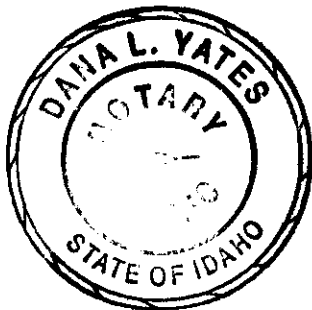
EXECUTED in duplicate on this 18<sup>th</sup> day of September, 2003.

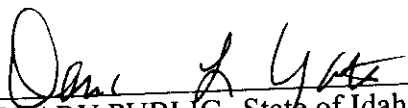
  
NORMAN H. LARSON

STATE OF IDAHO                    )  
  ) ss.  
County of Bonner                 )

On this 18 day of September, 2003, before me, a Notary Public in and for said State, personally appeared NORMAN H. LARSON, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year last above written.



  
NOTARY PUBLIC--State of Idaho  
Residing at: Sandpoint  
My Commission Expires: 8-4-04