



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

HARRIS USERS' EXCHANGE, INC.

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 _____

HARRIS USERS' EXCHANGE, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 June 22, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

JUN 22 8 55 AM '81
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
HARRIS USERS' EXCHANGE, INC.

We, the undersigned, being natural persons of full age and citizens of the United States, hereby incorporate ourselves as a nonprofit, cooperative association, under the Nonprofit Cooperative Association Law of the State of Idaho (SS30-1001FF I.C.)

ARTICLE I

The name of the association shall be: Harris Users' Exchange, Inc.

ARTICLE II

The Purposes and objective of this corporation shall be to associate persons having some common business interest, the purpose of which is to promote such interest and not to engage in a regular business of a kind ordinarily carried on for profit, and to promote the study, exchange of information and cooperative efforts of the members hereof in areas of common interest and to devote the corporation to the improvement of business conditions of the computer industry through the following methods:

- (a) Establishment and maintenance of standards for a software library, and communication and distribution of computer programs and techniques.
- (b) Exchange of information on problems arising from the operation of a computer installation.
- (c) Communication of methods and techniques for comparing the effectiveness of computer problem-solving techniques.
- (d) Consideration of current and future Harris Corporation Computer Systems Division software and hardware with a goal of providing user input to future product development.
- (e) Establishment of mechanisms for discussion and resolution of problems between Harris Users' and Harris Corporation Computer Systems Division.

ARTICLE III

To accomplish such purposes, the association shall have powers as follows:

(a) To solicit and receive gifts and grants of money and property of every kind, and to maintain and use the same for the purposes of the association.

(b) To acquire, own, hold, and use real estate in the furtherance of such purposes.

(c) To buy, sell, manage, lease, convey, or encumber such property as may be necessary to carry out the purposes stated herein, and to execute such contracts, deeds, mortgages, notes, or other instruments as might be necessary therefor.

(d) To do any and all things and to exercise any and all powers which might now or hereafter be lawful for the association to do or exercise, under and in pursuance of the Non-profit Cooperative Associations Law of the State of Idaho, or any other law which now or hereafter might be applicable, and of the By-Laws of the corporation.

ARTICLE IV

The duration of the association shall be perpetual.

ARTICLE V

The location and post office address of the registered office of the association shall be 620 Adell Avenue, Idaho Falls, Idaho 83401, however, meetings of the Board of Directors and of any executive committee thereof, for the transaction of any business of the association, may be held at such registered office or at such other place (within or without this State), as the directors, by resolution or by law, might provide. The name of the initial registered agent of the above address is FRANKLIN H. JUST.

ARTICLE VI

(a) Membership shall be extended to all persons interested in the study, exchange of information and cooperative efforts of the association, and willing to subscribe to the purposes of the association as prescribed by the By-Laws.

(b) The number and qualifications of members, terms and conditions of membership, fees or assessment of dues to carry on the business of the association, and other regulations consistent with the purposes herein and not repugnant to the constitution and laws of the State of Idaho or the United States, shall be as the bylaws might prescribe.

(c) There shall be two (2) classes of members; a "Unit Member" and an "Individual Member", as defined in the By-Laws. Voting on all business matters of this corporation shall be limited to Unit Members, as prescribed by the By-Laws.

ARTICLE VII

(a) This corporation is organized exclusively for charitable, scientific, literary, educational and business league purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, moreover, the association is not organized for pecuniary profit and no part of its net earnings shall enure to the benefit of any member, director or any individual.

(b) Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

(c) Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal tax under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE VIII

These articles may be amended by a vote of a majority of the Unit Members present and voting at any regular meeting, or at a special meeting called for such purpose.

ARTICLE IX

Subject to the power of the members to make, amend, or repeal By-Laws, the Board of Directors may amend or repeal them, or adopt new ones, provided that By-Laws made by the board of Directors may be amended or repealed by a vote of a majority of the unit members present at any regular meeting, or at a special meeting called for such purpose.

ARTICLE X

The number of directors constituting the initial Board of Directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

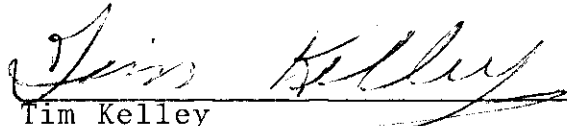
Tim Kelley	1314 Woodland Drive Ashland, Oregon 97520
Nelson Logan	807 Driftwood Street League City, Texas 77573
Franklin Just	P.O. Box 2528 Idaho Falls, Idaho 83401

ARTILCE XI

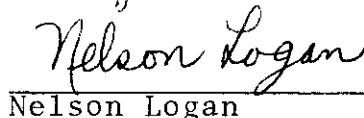
The name and address of each incorporator is:

Tim Kelley	1314 Woodland Drive Ashland, Oregon 97520
Nelson Logan	807 Driftwood Street League City, Texas 77573
Franklin Just	P.O. Box 2528 Idaho Falls, Idaho 83401

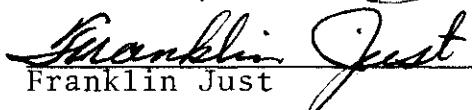
IN WITNESS WHEREOF, the parites hereto have signed this instrument this *20th* day of *May*, 1981.



Tim Kelley



Nelson Logan



Franklin Just

STATE OF IDAHO)
) ss.
COUNTY OF BONNEVILLE)

On this 20th day of May, 1981, before me
the undersigned a Notary Public in and for said State, personally
appeared Franklin Just, known to me to be the person whose name
is subscribed to the within instrument and acknowledged to me
that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year first above written.
Sally Ann Butte
Notary Public
Residing at Idaho Falls

STATE OF OREGON)
) ss.
COUNTY OF JACKSON)

On this 28th day of May, 1981, before me
the undersigned a Notary Public in and for said State, personally
appeared Tim Kelley, known to me to be the person whose name
is subscribed to the within instrument and acknowledged to me
that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year first above written.
Patricia J. Wolfe
Notary Public
Residing at

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

On this 4th day of June, 1981, before me
the undersigned, a Notary Public in and for said State, personally
appeared Nelson Logan, known to me to be the person whose name
is subscribed to the within instrument and acknowledged to me
that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year first above written.
Naomi Mathews
Notary Public
Residing at

NAOMI MATHEWS
Notary Public State of Texas
My Commission Expires January 10, 1985
Bonded by L. Alexander Lovett, Lawyers Surety Corp.