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ARTICLES OF INCORPORATION

OF

PROFESSIONAL EMPLOYER SERVICES, INC.

SECRETARY OF STATE
STATE OF IDAHO

FIRST ARTICLE

The name of the Corporation is PROFESSIONAL EMPLOYER SERVICES, INC.

SECOND ARTICLE

The period of its duration is perpetual.

THIRD ARTICLE

The purpose for which the Corporation is organized is for the transaction of any and all lawful business for which the Corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH ARTICLE

The Corporation is authorized to issue twenty thousand (20,000) shares of common voting stock at no par value. All unissued shares of common voting stock of the Corporation shall be subject to Shareholders' preemptive rights in accordance with Idaho Code § 30-1-630.

FIFTH ARTICLE

The address of the registered office and incorporator of the Corporation is 1301 S. Vista Ave. Suite 200, Boise, Idaho 83705. The name of its registered agent and incorporator at such address is Mary D. Gersema. The Corporation's mailing address is 1301 S. Vista Ave. Suite 200, Boise, Idaho 83705.

SIXTH ARTICLE

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to this reservation.

The Board of Directors is expressly authorized to alter, amend, or repeal the Bylaws of the Corporation and to adopt new Bylaws, subject to repeal or change by a majority vote of the shareholders.

SEVENTH ARTICLE

No director shall have any liability to the Corporation or any shareholder for money damages for any action taken, or any failure to take action, as a director, except for liability for:

1. The amount of a financial benefit received by a director to which he is not entitled;

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2. An intentional infliction of harm on the Corporation or the shareholders;
3. A violation of § 30-1-833, Idaho Code, or;
4. An intentional violation of criminal law.

EIGHTH ARTICLE

The corporation shall indemnify each director from and against any obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding, to any person for any action taken, or failure to take any action, as a director, except liability for:

1. Receipt of a financial benefit to which he is not entitled;
2. An intentional infliction of harm on the corporation of its shareholders;
3. A violation of § 30-1-833, Idaho Code, or;
4. An intentional violation of criminal law.

DATED this 26th day of April, 2012.

By: _____

Name: Mary D. Gersema

Title: Incorporator