

OCT 27 3 47 PM '97

**ARTICLES OF INCORPORATION  
OF  
SOLUTION PRO INCORPORATED**

SECRETARY OF STATE

The undersigned, being natural persons of legal age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, certify as follows:

**I.**

**Name**

The name of the corporation shall be Solution Pro Incorporated.

**II.**

**Registered Office**

The location and street address of the registered office of the corporation shall be 10332 Fairview Avenue, Suite 205, Boise, Idaho 83704.

**III.**

**Registered Agent**

The name of the registered agent of the corporation is Michael L. Hronek.

**IV.**

**Duration**

The period of existence and duration of the corporation shall be perpetual.

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**V.**

**Corporate Purpose**

The purpose for which the corporation is organized shall be the transaction of any and all lawful business for which corporations may be incorporated under the laws of Idaho.

**VI.**

**Authorized Capital Stock**

The authorized capital of the corporation shall consist of 60 shares of voting common stock with a par value of \$1,000 per share, for a total capitalization of \$60,000. All the shares shall have the rights and shall be non assessable.

**VII.**

**Incorporators**

The names and street addresses of the incorporators are as follows:

<u>Name</u>	<u>Street Address</u>
Michael L. Hronek	3729 N. Jullion Way Boise, Idaho 83704
Wayne G. Schiess	1046 E. Greenwood Circle Boise, Idaho 83706
D. Michael Preston	420 Bitterroot Drive Boise, Idaho 83709
Paul R. Jenkins	10223 Dason Drive Boise, Idaho 83704

## **VII.**

### **Directors**

There shall be four (4) directors of the corporation, but the number of directors may be increased or decreased from time to time as provided by the By-Laws. The names and street addresses of the initial directors, named by the incorporators are as follows:

<u>Name</u>	<u>Street Address</u>
Michael L. Hronek	3729 N. Jullion Way Boise, Idaho 83704
Wayne G. Schiess	1046 E. Greenwood Circle Boise, Idaho 83706
D. Michael Preston	420 Bitterroot Drive Boise, Idaho 83709
Paul R. Jenkins	10223 Dason Drive Boise, Idaho 83704

The initial directors shall serve until the first election of directors.

## **IX.**

### **By-Laws**

The shareholders shall have the power to adopt By-Laws and to repeal and amend the By-Laws.

**X.**

**Limitation of Director Liability**

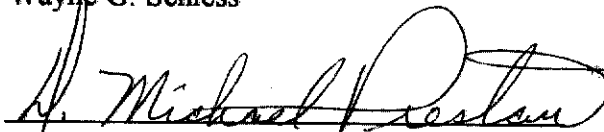
A director of the incorporation shall have no personal liability to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided that this Article X shall not eliminate or limit the liability of a director for:


- (A) any breach of the director's duty of loyalty to the corporation or its shareholders;
- (B) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (C) any action for which liability is provided under Section 30-1-48, Idaho Code; or
- (D) any transaction from which the director derived an improper personal benefit.

Dated this 21<sup>st</sup> day of October, 1997.

  
Michael L. Hronek

  
Wayne G. Schiess

  
D. Michael Preston

  
Paul R. Jenkins