

ARTICLES OF INCORPORATION

24 11:14
DEC 31 2/14 PM '97

OF

SECRETARY OF STATE
STATE OF IDAHO

CHATTERBOX, INC.

- I. **Name of Corporation:** The name of the corporation is Chatterbox, Inc.
- II. **Period of Duration:** The period of its duration is perpetual.
- III. **Corporate Purposes:** The purpose of the corporation is to transact the business of all lawful activity which a corporation may conduct under the laws of the State of Idaho.
- IV. **Authorized Shares:** The corporation shall have authority to issue 10,000 shares of common stock, all of which shares shall be of non par value.
- V. **Registered Agent and Address:** The address of the corporation's initial registered office is 355 W. Myrtle #102, Boise, Idaho 83702. The name of its official registered agent at such address is Robert C. Montgomery, Chtd.
- VI. **Initial Incorporator:** The name and address of the initial incorporator is: Robert C. Montgomery, 355 W. Myrtle #102, Boise, Idaho 83702.
- VII. **Address for Notices:** The address where notices may be mailed is Attn: Melody Ross, 252 Main Street, Star, Idaho 83669.
- VIII. **Liability of Directors and Officers:** The personal liability of a director or officer to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer is hereby eliminated and no director or officer shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except that the personal liability of a director or officer to the corporation or its stockholders for any breach of the director's or officer's duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law shall not be eliminated and the personal liability of a director or officer to the corporation or its stockholders for the liability imposed by the Idaho Code shall not be eliminated and the personal liability of a director or officer to the corporation or its

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IDAHO SECRETARY OF STATE

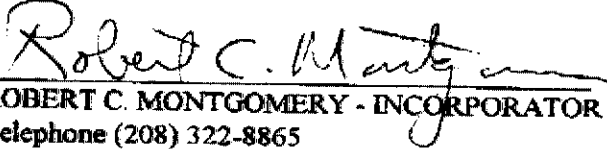
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stockholders for any transaction from which the director or officer derived a legally improper personal benefit shall not be eliminated.

Dated this 24th day of December, 1997.


ROBERT C. MONTGOMERY - INCORPORATOR
Telephone (208) 322-8865