

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ONE BYTE AT A TIME, 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 ONE BYTE AT A TIME, 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: February 28, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Richards

Articles of Incorporation

Of

One Byte At A Time, Inc.

FEB 20 1 43 PM '92
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, that I, Faith Hauge, being of legal age and a citizen of the United States, for the purpose of forming a body corporate in accordance with the provisions of the Idaho Non-Profit Corporation Act, §§33-301, et seq., of the Revised Statutes of the State of Idaho, do hereby make, execute, and acknowledge these Articles of Incorporation, in writing as follows:

ARTICLE I

The corporate name of this association shall be the "One Byte At A Time, Inc."

ARTICLE II

This association shall be a non-profit corporation. This organization is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III

The period of duration of this association shall be perpetual.

ARTICLE IV

The purposes for which said association is formed are:

- (a) To train in an individualized format economically disadvantaged persons in computers and related business applications. To market their skills in the business community, and thus promote their employment. To give them ongoing support for a specified period of time upon employment.
- (b) To cooperate with other charitable organizations, through grants and otherwise, to develop a higher standard of living for economically disadvantaged people.
- (c) To receive, maintain, and accept as assets of the Corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, educational, and scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and

pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than a "charitable purpose", which would jeopardize the status of the Corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended.

(e) To exclusively promote and carry on any other charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Idaho Non-profit Corporation Act.

(f) The foregoing and following list of purposes shall be the sole and only purposes for which said association is formed, and these Articles and the following and foregoing list of purposes shall comprise the limits on the activities of the association, which said association shall not have the power, authority, or ability to operate outside said purposes. Notwithstanding any other provisions of these Articles, the association shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under §501(c)(3) of the Internal Revenue Code of 1986, as amended.

(g) The association is constituted so as to attract substantial support from a representative number of persons and entities in the United States and in the world. As limited and stated above, despite such support, no substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

(h) The purposes for which the association is to be formed are for purposes within the meaning of §501(c)(3) of the Internal Revenue Code. To said ends, the association may cooperate with other associations not created for propaganda purposes to advance such purposes as are within the foregoing Code section, to the extent not in conflict with said Internal Revenue Code section and attendant law or regulations, including carrying on of nonpartisan legislative activities to further the above goals. The association may do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, or do every other act or thing incidental, appurtenant, growing out of, or connected with, the purposes, objects, or powers set forth in these Articles, whether alone, or in association with others, and shall possess all the rights, powers, and privileges now or hereafter conferred by the laws of Idaho. PROVIDED, HOWEVER, that, anything contained in these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by (i) a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or, (iii) a corporation organized and existing under the Idaho Nonprofit Corporations Act.

(i) The incorporator of the association, together with such other persons as said incorporator may elect, shall comprise the initial Board of Trustees, which said board, by majority vote, shall administer the above purposes.

(j) The association may do any and all things necessary and incidental in carrying out the aforesaid objects, or any of them, and exercise the usual powers of corporate bodies.

- (k) The association may sue and be sued, complain and defend in any law or equity.
- (l) The association may have and use a corporate seal, which may be altered at pleasure.
- (m) The association may elect such officers and appoint such agents as the business of the association shall require and allow them suitable reimbursement for expenses incurred.
- (n) The association may make by-laws not inconsistent with the Constitution or laws of the United States and/or of this State, for the management of its property and the regulation and government of its affairs.
- (o) The association may wind up and dissolve itself, or be wound up and dissolved in the manner provided by the statutes of this State. Upon the winding-up and dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to a non-profit fund, foundation or association which has established its tax exempt status under §501(c)(3) et. seq. of the Internal Revenue Code.
- (p) This association is organized exclusively for purposes within the meaning of §501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the association shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under said section of the Internal Revenue Code.
- (q) The association may accept donations from other persons and/or entities in support of the above purposes.

ARTICLE V

At the time of formation, the affairs of the association shall be under the control of Trustees; and those who shall, as Trustees, manage the affairs of the association until their successors are duly elected and qualified, are:

Jacquelyn Davidson
5817 Eastwood Place
Boise, Idaho 83712

Faith Hauge
407 - 17th Ave. So.
Nampa, Idaho 83651

At each annual meeting the Trustees herein designated will serve, and at each annual meeting thereafter, a new Board of Trustees will be elected in accordance with the provisions of the by-laws of the association and the laws of the State of Idaho. The number of Trustees may be modified by amendment of the by-laws of this association.

ARTICLE VI

This association shall have no capital stock. Membership in the association shall be evidenced as further provided in the by-laws of the association.

ARTICLE VII

Membership in this association shall not be transferable except upon the approval of the Board of Trustees.

ARTICLE VIII

These Articles may be amended as provided for by the Idaho Non-Profit Corporation Act, Idaho Code §§30-301, et seq.

ARTICLE IX

The by-laws of the association for the management of its affairs shall be adopted by the Trustees of said association, and said Trustees will be empowered to amend or repeal said by-laws in accordance with the provisions thereof.

ARTICLE X

Voting shall be allowed on the basis of one vote per member, with cumulative voting allowed.

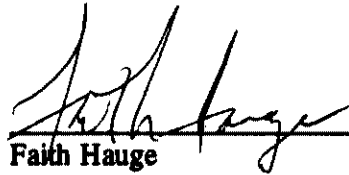
ARTICLE XI

In the event of the dissolution and liquidation of this Corporation, to the extent allowed or permitted under applicable laws, the property and assets of the Corporation shall be, as determined by the Board of Trustees, distributed to (or sold and the proceeds of such sales distributed to); (i) One Byte At A Time, Inc. a Nonprofit Corporation and a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended; or, (ii) any other organization(s) organized and operating for the same purposes for which the Corporation is organized and operating, or any organization(s), foundation(s), fund(s), or corporation(s) organized and operating exclusively for religious, charitable, scientific, or educational, or other purposes permitted by §501(c)(3) of the Internal Revenue Code, as amended, all of which such organizations, foundations, funds, or corporations shall be exempt under §501(c)(3) of the Internal Revenue Code, as amended. In the event that any assets are not disposed of in accordance with the provisions of these Articles of Incorporation or if the Corporation shall fail to act within a reasonable time in the manner provided in these Articles of Incorporation, the district court for the Fourth Judicial District of the State of Idaho, in and for Ada County, shall, upon application of one or more persons having a real interest in the Corporation or its assets, make such distribution(s) as provided in these Articles of Incorporation.

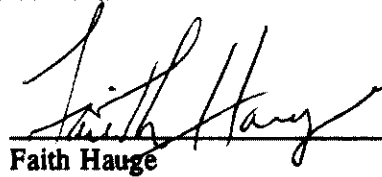
ARTICLE XII

The initial registered agent for this corporation is Faith Hauge; 407 - 17th Ave. So.; Nampa, Idaho 83651.

IN WITNESS WHEREOF, the incorporator does hereby make, sign, and acknowledge these Articles of Incorporation this Friday February 28, 1992.


Faith Hauge

THE UNDERSIGNED hereby certifies that she is the President and a Trustee of One Byte At A Time, Inc. and that the above Articles of Incorporation were duly adopted by the Corporation and the Board of Trustees at a meeting thereof, by unanimous consent.


Faith Hauge