

State of Idaho

Department of State.

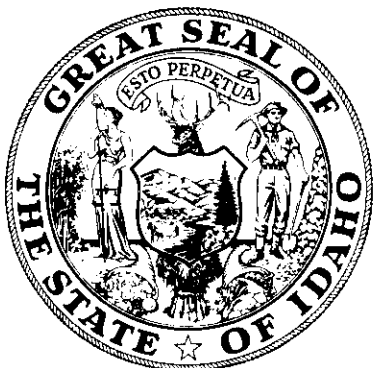
CERTIFICATE OF AUTHORITY OF

BARTER SYSTEMS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **BARTER SYSTEMS, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business 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 Authority to **BARTER SYSTEMS, INC.** to transact business in this State under the name **BARTER SYSTEMS, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **May 20**, 19 **81**



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Barter Systems, Inc.
2. *The name which it shall use in Idaho is Barter Systems, Inc.
3. It is incorporated under the laws of Oklahoma
4. The date of its incorporation is August 2nd, 1979 and the period of its duration is 50 years
5. The address of its principal office in the state or country under the laws of which it is incorporated is 4848 N. MacArthur, Oklahoma City, OK. 73122
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To carry on the business of operating a membership
trade exchange.
8. The names and respective addresses of its directors and officers are: *Please see the attached, updated list of Corporation officers.*
- | Name | Office | Address |
|--------------------------|---------------------------|---|
| <u>J. Kennard Voyles</u> | <u>Exec. V.P. Trading</u> | <u>4848 N. MacArthur</u>
<u>Oklahoma City, OK. 73122</u> |
| <u>G. A. Clark</u> | <u>V.P. Sales</u> | <u>4848 N. MacArthur</u>
<u>Oklahoma City, OK. 73122</u> |
| <u>E. Bruce Kleiver</u> | <u>Vice President</u> | <u>4848 N. MacArthur</u>
<u>Oklahoma City, OK. 73122</u> |
| <u>T. Dean Andrus</u> | <u>Director</u> | <u>4848 N. MacArthur</u>
<u>Oklahoma City, OK. 73122</u> |
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>3,000</u>	<u>Common Voting</u>	<u>\$1.00</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
3,000 500	Common Voting	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 9, 19 81

By

T. Dean Andrews

Its President

and

MARVIN O INKS

Its Secretary

STATE OF Oklahoma)
COUNTY OF Oklahoma) ss:

I, Linda Cole, a notary public, do hereby certify that on this 12th day of May, 19 81, personally appeared before me T. Dean Andrews, who being by me first duly sworn, declared that he is the President of Baiter Systems, Inc.

that he signed the foregoing document as president of the corporation and that the statements therein contained are true.

X Linda Cole

Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

CORPORATE OFFICERS

1. T. Dean Andrus - President of Finance
4848 N. MacArthur
Oklahoma City, Oklahoma 73122
2. Dr. Robert N. Brady - President for Training and Development
4848 N. MacArthur
Oklahoma City, Oklahoma 73122
3. Larry M. Inks - President and Chief Executive Officer
4848 N. MacArthur
Oklahoma City, Oklahoma 73122
4. Gordon H. Thompson - President for Government Relation
230 B Cumberland Blvd
Nashville, Tennessee 37228
5. J. Kennard Voyles - Executive Vice President Trading
4848 N. MacArthur
Oklahoma City, Oklahoma 73122
6. Buryl McClurg - Vice President
413 Welshwood Dr.
Nashville, Tennessee 37211
7. Marvin O. Inks - Secretary
4848 N. MacArthur
Oklahoma City, Oklahoma 73122
8. Ron Barrus - Assistant
4848 N. MacArthur
Oklahoma City, Oklahoma 73122 *Comptroller*

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF TRANSCRIPT

I, the undersigned Secretary of State of the State of Oklahoma, do hereby certify that the annexed transcript has been compared with the record on file in my office of which it purports to be a copy, and that the same is a full, true and correct copy of:

ARTICLES OF INCORPORATION

OF

BARTER SYSTEMS, INC.

In testimony whereof, I have hereunto set my hand and affixed the Great Seal of the State of Oklahoma at the City of Oklahoma City this 9th day of January, 1981

Jeannette F. Edmondson
Secretary of State

By: *Lynnia Cole*

OFFICE OF THE SECRETARY OF STATE

**CERTIFICATE OF INCORPORATION**

To all to Whom these Presents shall Come, Greetings:

WHEREAS, *Articles of Incorporation duly signed and verified of*

BARTER SYSTEMS, INC.

have been filed in the office of the Secretary of State as provided by the Laws of the State of Oklahoma.

NOW THEREFORE, *I, the undersigned, Secretary of State of the State of Oklahoma by virtue of the powers vested in me by law, do hereby issue this Certificate of Incorporation.*

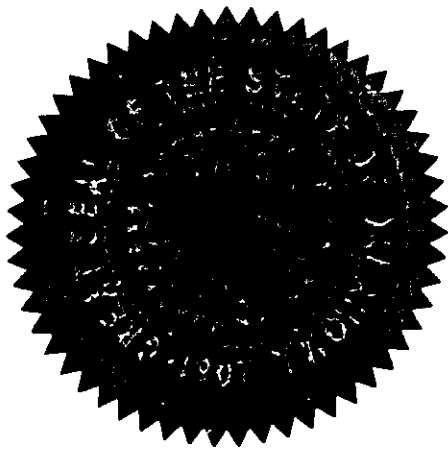
IN TESTIMONY WHEREOF, *I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.*

Filed at the City of Oklahoma City, this 2nd

day of August, A.D. 19 79

Jeannette B. Edmondson
Secretary of State

By: *Beverly Braswell*



ARTICLES OF INCORPORATION

OF

BARTER SYSTEMS, INC.

TO THE SECRETARY OF STATE

STATE OF OKLAHOMA:

we, the undersigned incorporators, whose names and addresses are shown below, being persons legally competent to enter into contracts, for the purpose of forming a corporation under "The Business Corporation Act" of the State of Oklahoma, do hereby adopt the following Articles of Incorporation:

1. The name of this Corporation is:

BARTER SYSTEMS, INC. *BV*

2. The address of its registered office in the State of Oklahoma is Suite 282, 6161 N. May Avenue, Oklahoma City, Oklahoma, County of Oklahoma, and the name of its registered agent is J. Ted Bonham, 6161 N. May Avenue, Oklahoma City, Oklahoma.

3. The duration of the Corporation is fifty (50) years.

4. The objects and purposes for which the Corporation is organized are:

- (a) To carry on the business of operating a membership trade exchange and to act as brokers, distributors, wholesalers or agents, to trade, barter, exchange, sell, buy and deal in, at wholesale, retail or otherwise, merchandise, goods, services, wares, equipment, supplies and commodities of every sort, kind, or description, and to carry on any other

business, whether manufacturing or otherwise, which can be conveniently carried on with any of the objects of this Corporation.

(b) To engage in the transportation of property by motor vehicle; to engage in the general transportation and communication business and to buy, sell, lease, own or operate other motor carriers, broadcasting stations and facilities; to buy, sell, lease, own or operate terminals and warehouses and engage in warehousing business; to buy, sell, deal and engage in the sale of motor vehicles and parts.

(c) To make and purchase materials for the construction of buildings; to erect buildings; to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders for the purpose of building, repairing or doing any other work in connection with any and all classes of buildings and improvements, including the locating, laying out and construction of roads, avenues, sewers, bridges, wells and generally all classes of buildings, erections and works, both public and private, or integral parts thereof.

(d) To purchase, take, own, hold, deal in, mortgage or otherwise encumber and to lease, sell, exchange, convey, transfer or in any manner whatever dispose of real property; to acquire lands for the purpose of prospecting for and obtaining oil, gas and other minerals; to drill oil wells, and to acquire drilling rigs or other machinery necessary to such purposes; and to produce and market oil and other minerals.

(e) To enter into partnership or other arrangement for sharing profits or cooperate with any entity carrying on any business capable of being conducted so as to benefit this Corporation; to acquire the assets and assume the liabilities of any entity; to pay for the same in cash, stock or otherwise; to hold or dispose of the property so purchased; and to conduct any business so acquired.

(f) To borrow and lend money and to negotiate loans; to draw, accept and endorse notes, accounts receivable, bonds, stocks, debentures and other securities; to subscribe for, acquire, hold and dispose of shares of stock, bonds, accounts, and other securities of any government, person or corporation.

(g) To purchase or otherwise acquire, apply for, register, hold, use, assign, sell or in any manner dispose of and to grant licenses, franchises, or other rights in, and in any manner deal with, patents, inventions, improvements, processes, formulas, trademarks, trade names, copyrights or otherwise.

(h) To have one or more offices and to conduct any or all of its operations and business and to promote its objects within or without the State of Oklahoma, without restriction as to place or amount.

(i) To do any or all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or jointly, with natural persons, or any legal entity.

(j) The objects and purposes specified herein shall be regarded as independent objects and purposes and, except where otherwise expressed, shall be in no way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this Corporation by the laws of the State of Oklahoma.

5. All of the shares to be issued by the Corporation shall be of one class, that is, Voting Common Stock, of a par value of \$1.00 per share. The aggregate number of shares which the Corporation shall have the authority to allot is Three Thousand (3,000).

6. The amount of stated capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00) which has been fully paid in.

7. The number of shares to be allotted by this Corporation before it begins business, and the consideration received by the Corporation therefor, are:

<u>Number of Shares</u>	<u>Consideration Received</u>
500	\$500.00

8. The number of directors of this Corporation shall be as specified in the By-Laws, and such number may from time to

time be increased or decreased under the By-Laws or any amendment, or change thereof, provided the number of directors of the Corporation shall not be less than three. The number of directors to be elected at the first meeting of the shareholders is three. Directors and officers need not be shareholders. In case of vacancies in the Board of Directors, a majority of the remaining members of the Board, even though less than a quorum, may elect directors to fill such vacancies to hold office until the next annual meeting of the shareholders.

9. No contract or other transaction between the Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the Corporation, and no act of the Corporation shall in any way be affected by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any director of the Corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the

Board of Directors of the Corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

10. In furtherance and not in limitation of the powers conferred by the laws of the State of Oklahoma, the Board of Directors of this Corporation is expressly authorized:

To make, alter, amend, add to, revise, or repeal the By-Laws in any manner not contrary to the laws of the State of Oklahoma;

To authorize and cause its officers to execute mortgages and liens upon the property, both real and personal, and upon the franchises of this Corporation;

To designate, by resolution passed by a majority of the whole Board, one or more committees, each to consist of one or more directors, which committees, to the extent provided in such resolution or in the By-Laws of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this Corporation and shall have power to authorize the seal of this Corporation to be affixed by its officers to all papers which may require it;

A majority of the stock issued and outstanding of this Corporation having voting power may in the By-Laws confer power

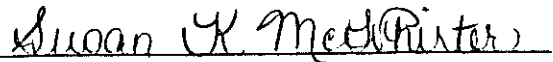
additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

11. No shareholder of this Corporation shall have any preemptive or preferential right of subscription to any shares of stock of this Corporation, whether now or hereafter authorized, and to any obligations convertible into stock of this Corporation, authorized, issued, or sold.

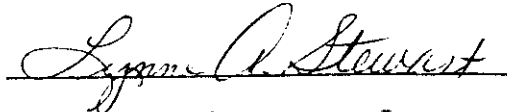
Signed at Oklahoma City, Oklahoma, this 9th day of July, 1979.



J. Ted Bonham, Incorporator
Suite 282, 6161 N. May Ave.
Oklahoma City, Oklahoma 73119



Susan K. McWhirter, Incorporator
Suite 282, 6161 N. May Ave.
Oklahoma City, Oklahoma 73119



Lynne A. Stewart, Incorporator
Suite 282, 6161 N. May Ave.
Oklahoma City, Oklahoma 73119

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STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA) SS

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared the above named incorporators, to me known to be the identical persons who executed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth, on this 7 day of July, 1979.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written.

Mudge Guadagno
Notary Public

My commission expires:

10-20-82

AFFIDAVIT AS TO PAID IN CAPITAL
BARTER SYSTEMS, INC.

STATE OF OKLAHOMA)
)
 COUNTY OF OKLAHOMA) SS.

The undersigned, of lawful age, being first duly sworn,
 each for himself, deposes and says:

That they are the incorporators of the above named proposed
 Corporation, and that the amount of stated capital with which said
 Corporation will begin business as set out in its attached Articles
 of Incorporation, has been fully paid in.

J. Ted Bonham
 J. Ted Bonham

Susan K. McWhirter
 Susan K. McWhirter

Lynne A. Stewart
 Lynne A. Stewart

Subscribed and sworn to before me this 9 day of July, 1979.

Midge Guadagno
 Notary Public

My Commission Expires:

10-20-82