

97 DEC -4 AM 8:48
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
SCS, Inc.

FILED

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, natural persons of the age of twenty-one or more, for the purpose of organizing a corporation pursuant to the Idaho Revised Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of the corporation is SCS, Inc.

ARTICLE II

Term

The duration of the corporation is perpetual.

ARTICLE III

Purpose

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Revised Business Corporation Act.

ARTICLE IV

Capital Stock

The aggregate number of shares which this corporation shall have authority to issue is 50,000 shares of common voting stock, all of which shall have no par value and all of which are of the same class. All stock of the corporation shall be of the same class and have the same rights and preferences. There shall be no pre-emptive rights.

IDAHO SECRETARY OF STATE
12/04/1997 09:00
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The corporation is a small business corporation as defined in Section 1244 of the Internal Revenue Code of 1986.

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ARTICLE V

Principal Office and Registered Agent

The address of this corporation's initial principal office and the name of its original registered agent at such address is:

Stephen C. Swanson
1277 Barney Dairy Road
Rexburg, Idaho 83440

ARTICLE VI

Initial Board of Directors

The number of directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholder or until his/her successor is elected and qualified is:

Stephen C. Swanson
1277 Barney Dairy Road
Rexburg, Idaho 83440

ARTICLE VII

Indemnification

Any person made a part to or involved in any civil, criminal or administrative action, suit or proceeding by reason of the fact that he/she or his/her testator or intestate is or was director, officer, or employee of the corporation, or of any corporation which he, the testator, or intestate serves as such at the request of the corporation, shall be indemnified by the corporation against expenses reasonable incurred by him/her or imposed on him/her in connection with or resulting from the defense of such action, suit, or proceeding and in connection with or resulting from any appeal therein, except with respect to matters as to which it is adjudged in such action, suit, or proceeding that such officer, director, or employee was liable to the corporation, or to such other corporation, for negligence or misconduct in the performance of his/her duty. As used herein the term "expense" shall include all obligations incurred by such

person for the payment of money including, without limitation, attorney's fees, judgments, awards, fines, penalties, and amounts paid in satisfaction of judgment or in settlement of any such action, suit or proceeding, except amounts paid to the corporation or such other corporation by him/her. A judgment or conviction, whether based on plea of guilty or nolo-contendere or its equivalent or after trial, shall not of itself be deemed an adjudication that such director, officer or employee is liable to the corporation, or such other corporation, for negligence or misconduct in the performance of his/her duties. Determination of the rights of such indemnification and the amount thereof may be made at the option of the person to be indemnified pursuant to procedure set forth from time to time in the By-Laws or by any of the following procedures:

(a) Order of the Court or administrative body or agency having jurisdiction of the action, suit, or proceedings;

(b) Resolution adopted by a majority of a quorum of Board of Directors of the corporation without counting in such majority or quorum any directors who have incurred expenses in connection with such action, suit or proceeding;

(c) If there is no quorum of directors who have not incurred expenses in connection with such suit, action, or proceeding, then by resolution adopted by a majority of the committee of stockholders and directors by the Board of Directors;

(d) Order of any Court having jurisdiction over the corporation. Any such determination that a payment by way of indemnity should be binding upon the corporation; such right of indemnification shall not be exclusive of any other right which such directors, officers, and employees of the corporation and other persons above-mentioned may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-Laws, Agreements, votes of stockholders, provision of law, or otherwise as well as their rights under this Article. The provisions of this Article shall apply to any member of any committee appointed by the Board of Directors as fully as though such person had been a director, officer or employee of the corporation.

ARTICLE VIII

Incorporator

The name and address of each incorporator is

Stephen C. Swanson
1277 Barney Dairy Road
Rexburg, Idaho 83440

IN WITNESS WHEREOF, I, the undersigned original incorporator hereinabove named, have hereunder set my hand this 29th day of October, 1997.



Stephen C. Swanson

Registered Agent



Stephen C. Swanson