

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

SPUD CITY SOFTWARE COMPANY  
File number C 108835

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 the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 30, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna S. [Signature]*

ARTICLES OF INCORPORATION  
OF  
SPUD CITY SOFTWARE COMPANY

DEC 30 2 38 PM '94  
SECRETARY OF STATE

ARTICLE I  
NAME OF CORPORATION

The name of the Corporation shall be Spud City Software Company.

ARTICLE II  
DURATION OF CORPORATION

The period of duration of the Corporation shall be perpetual.

ARTICLE III  
CORPORATE PURPOSES

The purpose for which the Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (the "Act").

ARTICLE IV  
CAPITALIZATION

The Corporation is authorized to issue a total of One Hundred Thousand (100,000) shares with zero par value per share, consisting of Ten Thousand (10,000) shares of zero par value to be designated "Voting Common Stock" and Ninety Thousand (90,000) shares of zero par value to be designated "Nonvoting Common Stock." The shares of Voting Common Stock and Nonvoting Common Stock shall be identical in every respect except for the voting rights to which the holders thereof shall be entitled. Each share of Voting Common Stock shall entitle the holder thereof to one (1) vote on all matters submitted to the shareholders of this corporation for their approval. The shares of Nonvoting Common Stock shall not entitle the holders thereof to any voting rights, except for those to which they are entitled by law.

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**ARTICLE V  
NO PREEMPTIVE RIGHTS**

Except as may otherwise be provided by the Board of Directors, no holder of any shares of this Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any securities of this Corporation of any class or kind now or hereafter authorized.

**ARTICLE VI  
REGISTERED OFFICE AND ADDRESS**

The location of the initial registered office of the corporation is 1208 East Lexington Court, Boise, Idaho 83706, and the name of its initial registered agent at such address is Chris Irwin.

**ARTICLE VII  
BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is two (2). The number of directors may be increased or decreased from time to time by resolution of the directors, but the number of directors shall not be less than one (1). No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

Chris Irwin  
1208 East Lexington Court  
Boise, Idaho 83706

Kathryn Irwin  
1208 East Lexington Court  
Boise, Idaho 83706

## ARTICLE VIII LIMITATION ON DIRECTOR LIABILITY

To the fullest extent permitted by Idaho law and subject to the bylaws of this Corporation, a director of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this Corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

## ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify to the extent specifically permitted by the Idaho Business Corporation Act, as amended from time to time, any current or former director or officer of the Corporation who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The Corporation shall pay for or reimburse the reasonable expenses incurred by any such current or former director or officer in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (i) the person's good faith belief that the person is entitled to indemnification under this Article and (ii) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. No amendment to this Article that limits the Corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the Board of Directors, vote of shareholders or other document or arrangement.

ARTICLE X  
INCORPORATOR

The name and address of the incorporator is as follows: Kris Ormseth, One Capital Center, Suite 1015, 999 Main Street, Boise, Idaho 83702.

IN WITNESS WHEREOF, I have hereunto set my hand this  
30th day of December, 1994.

  
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Kris Ormseth