

# State of Idaho

## Department of State

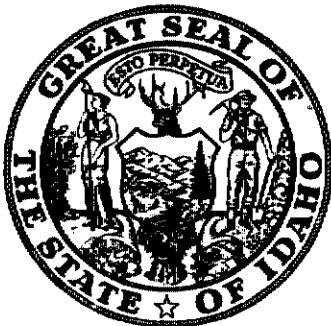
### CERTIFICATE OF INCORPORATION OF

NETLINK, INC.  
File number C 111057

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: June 19, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Cara Stikel*

**ARTICLES OF INCORPORATION**

**OF**

**NETLINK, INC.**

**JUN 19 2 48 PM '95**

**SECRETARY OF STATE  
STATE OF IDAHO**

The undersigned desires to form a corporation in accordance with Chapter 1 of Title 30 of the Idaho Code and does hereby adopt the following Articles of Incorporation:

**ARTICLE I - Name**

The name of the corporation is NETLINK, INC.

**ARTICLE II - Duration**

The corporation is to have perpetual existence.

**ARTICLE III - Purpose**

The corporation is organized for the purpose of engaging in any and all lawful business for which corporations may be incorporated under Idaho law and the Idaho Business Corporation Act.

**ARTICLE IV - Registered Office and Agent**

The location and address of the initial registered office of the corporation is, and the name of the registered agent at that address is:

Randall & Danskin, P.S.  
204 E. Superior Street  
Riverside Building, Suite #3  
Sandpoint, ID 83864

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## **ARTICLE V - Authorized Capital Stock**

The total number of shares of all classes of stock which this corporation shall have authority to issue is 100,000 shares consisting of (a) 50,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), and (b) 50,000 shares of preferred stock, par value \$1.00 per share, (the "Preferred Stock").

The designations, relative rights, preferences and limitations of the shares of Common Stock and Preferred Stock are as follows:

### **5.1 Common Stock.**

- A. **Two Classes.** The Common Stock shall be divided into two (2) classes, namely Class A voting Common Stock and Class B nonvoting Common Stock. The Corporation shall have the right to issue twenty-five thousand (25,000) shares of each class. Class A Common Stock and Class B Common Stock shall be identical in all respects except that Class B Common Stock shall not have the right to vote.
- B. **Voting.** The holders of Class A Common Stock shall at all times vote as one class, with each holder of record of Class A Common Stock entitled to one vote for each share held. A holder of shares of Class A Common Stock shall be entitled as a matter of right to cumulate its votes for Director.
- C. **Dividends.** Each issued and outstanding share of Common Stock shall entitle the holder thereof to receive dividends (whether payable in cash, stock or otherwise), when, as and if declared by the board of directors of this corporation out of funds legally available therefore, subject, however, to the right of preferred shareholders to first receive dividends payable with respect to the Preferred Stock.
- D. **Liquidation, Dissolution or Winding Up.** In the event of any liquidation, dissolution or winding up of the affairs of this corporation, whether voluntary or involuntary, each issued and outstanding share of Common Stock shall entitle the holder of record thereof to receive ratably and equally all the assets and funds of this corporation available for distribution to its shareholders, whether from capital or surplus, subject, however, to the rights of preferred shareholders to first receive such assets and funds with respect to the Preferred Stock.
- E. **Merger, Consolidation, Etc.** Upon the merger or consolidation of this corporation (in a merger or consolidation in which shareholders of this corporation receive cash or securities of any other person or entity upon

such merger or consolidation), or upon the sale or other disposition of all or substantially all of the properties and assets of this corporation as an entirety to any person or entity, the aggregate consideration therefore payable to the shareholders of this corporation, if any, shall be distributed as if such merger, consolidation, sale or other disposition were a distribution in liquidation, dissolution or winding up of the affairs of this corporation.

- F. Preemptive Rights. A holder of shares of Common Stock shall not have preemptive rights to acquire additional shares of capital stock of this corporation.

## 5.2 Preferred Stock.

Board Determination of Certain Characteristics. The board of directors of this corporation is hereby authorized, subject to the limitations prescribed by law and the provisions hereof, at its option, from time to time to divide all or any part of the Preferred Stock into series thereof; to establish from time to time the number of shares to be included in any such series; to fix the designations, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof; and to determine variations, if any, between any series so established as to all matters, including, but not limited to, the determination of the following:

- A. the number of shares constituting each such series and the distinctive designation of such series;
- B. the rate of dividend, if any, and whether dividends shall be cumulative or noncumulative;
- C. the voting power of holders of such series, if any, including, without limitation, the vote or fraction of vote to which such holder may be entitled, the events upon the occurrence of which such holder may be entitled to vote, and any restrictions or limitations upon the right of such holder to vote, except on such matters as may be required by law;
- D. whether or not such series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates after which the shares constituting such series shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- E. the extent, if any, to which such series shall have the benefit of any sinking fund provisions for redemption or repurchase of shares;

- F. the rights, if any, of such series in the event of the dissolution of this corporation or upon any distribution of the assets of this corporation, including, with respect to the voluntary or involuntary liquidation, dissolution or winding up of this corporation, the relative rights of priority, if any, of payment of shares of such series;
- G. whether or not the shares of such series shall be convertible and, if so, the terms and conditions on which shares of such series shall be so convertible; and
- H. such other powers, designations, preferences and relative participating, optional or other special rights, and such qualifications, limitations or restrictions thereon as are permitted by law.

#### **ARTICLE VI - Director Liability**

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (ii) conduct which violates the Idaho Business Corporation Act, pertaining to unpermitted distributions to shareholders or loans to directors, or (iii) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

#### **ARTICLE VII - Indemnification**

The corporation shall indemnify its directors against all liability, damage, or expense resulting from the fact that such person is or was a director, to the maximum extent and under all circumstances permitted by law.

#### **ARTICLE VIII - Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in any manner now or hereafter permitted by statute. All rights of shareholders of the corporation and all powers of directors of the corporation are granted subject to this reservation.

### ARTICLE IX - Initial Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than nine (9) directors. The number of directors shall be fixed from time to time by action of the shareholders of the corporation. Initially, there shall be two (2) directors. The names and addresses of the initial directors are as follows:

Don Campbell  
P. O. Box 2900  
Coeur d'Alene, ID 83816-2900

Rick L. McGee  
2028 St. Emilion  
Coeur d'Alene, ID 83814

This initial directors shall serve until the first annual meeting of shareholders or until the election and qualification of their successor(s).

### ARTICLE X - Incorporator

The name and address of the incorporator is as follows:

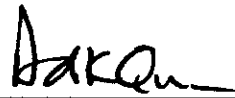
Name

Address

Donald K. Querna

Randall & Danskin, P.S.  
601 West Riverside, Suite 1500  
Spokane, WA 99201

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of June, 1995.



Donald K. Querna  
Incorporator

## CONSENT TO APPOINTMENT AS REGISTERED AGENT

RANDALL & DANSKIN, P.S., hereby consents to serve as registered agent, in the state of Idaho, for the following corporation: NETLINK, INC. It understands that as agent for the corporation, it will be its responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer(s) of the corporation; and to immediately notify the Office of the Secretary of State of its resignation or of any changes in the address of the registered office of the corporation for which it is agent.

RANDALL & DANSKIN, P.S.

By *Donald K. Querna*  
Donald K. Querna  
Secretary  
204 E. Superior Street  
Riverside Bldg., Suite #3  
Sandpoint, ID 83864

STATE OF WASHINGTON)

County of Spokane ss.

On this 15 day of June, 1995, before me personally appeared DONALD K. QUERNA to me known to be the Secretary of RANDALL & DANSKIN, P.S., the corporation that executed the within and foregoing instrument and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned and on oath stated that he is authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

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



*Karen K. Preston*  
NOTARY PUBLIC in and for the State of  
Washington, residing at Spokane.  
Print Name: Karen K. Preston  
My Commission Expires: 4-1-98

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