

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

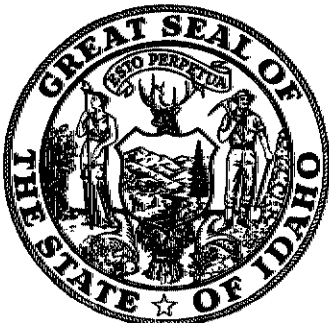
BARTLETT INNOVATIVE CONCEPTS, INC.

File number C 107020

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: July 18, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Siskel*

RECEIVED  
SEC. OF STATE

ARTICLES OF INCORPORATION  
OF

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BARTLETT INNOVATIVE CONCEPTS, INC.

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The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE

Name: The name of the corporation is BARTLETT INNOVATIVE CONCEPTS, INC.

ARTICLE TWO

Purposes: The purpose of the corporation is to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE THREE

Duration: The period of duration of the corporation is perpetual.

ARTICLE FOUR

Registered Office and Registered Agent: The address of the registered office of the corporation in the State of Idaho is 10850 North Three Forks Rd., Post Falls, Idaho 83854. The name of the corporation's registered agent at that address is ERNIE H. BARTLETT.

ARTICLE FIVE

Stock: The total authorized number of par value shares of stock is Twenty Million (20,000,000) of no par value.

ARTICLE SIX

Restriction on Alienation of Stock: The stock of the corporation may be subject to restrictions on the transfer of stock provided any agreement imposing those restrictions is on file with the Secretary of the Corporation.

ARTICLE SEVEN

Board of Directors: The business of this corporation shall be managed and conducted by a Board of not less than two (2) nor more than seven (7) directors. The initial Board shall consist of Three

(3) directors and may be increased or decreased by and in the manner provided in the Bylaws. The directors shall be elected in the manner set forth in the Bylaws.

#### ARTICLE EIGHT

Directors: The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Ernie H. Bartlett  
10850 North Three Forks Rd.  
Post Falls, ID 83854

Lillian Bartlett  
Rt. 1, Box 255  
Palouse, WA 99161

Clive Bartlett  
Rt. 1, Box 255  
Palouse, WA 99161

#### ARTICLE NINE

Incorporator: The name and mailing address of the incorporator of the corporation is:

Ernie H. Bartlett  
10850 North Three Forks Rd.  
Post Falls, ID 83854

#### ARTICLE TEN

Authority to Issue Corporate Obligations: The Board of Directors shall have authority to issue bonds, debentures, or other obligations of the corporation, from time to time, for any of the objects or purposes of the corporation, and to secure them by mortgage, deed of trust, or pledge of any or all of the real and personal property, rights, privileges, and franchises of the corporation wheresoever situated, acquired, and to be acquired, and to sell or otherwise dispose of any or all of such obligations in any manner and on such terms as the board of Directors may deem proper.

#### ARTICLE ELEVEN

Quorum and Voting Requirements or Shareholders' Meeting: Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of Fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE TWELVE

Number of Voters Required to Constitute an Act of the Board: Fifty-one percent (51%) of the Directors elected shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

#### ARTICLE THIRTEEN

Bylaws - Adoption: In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the Corporation as are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation.

#### ARTICLE FOURTEEN

Bylaws - Amendment: All Bylaws of the Corporation shall be subject to alteration or repeal, and new Bylaws may be made, by the affirmative vote of the holders of record of Fifty-one percent (51%) of the outstanding stock of the Corporation entitled to vote in respect thereof, given at any annual meeting or at any special meeting, provided notice of the proposed alteration or repeal or of the proposed new Bylaws be included in the notice of such meeting.

#### ARTICLE FIFTEEN

Sale of Corporation's Assets: The corporation shall not sell, lease, convey, exchange, transfer, or otherwise dispose of all or substantially all of its property and assets, not in the regular course of its business, without authorization by a resolution adopted by a majority of the members of the Board of Directors and by a vote or written consent of Fifty-one percent (51%) of the holders of the outstanding shares.

## ARTICLE SIXTEEN

Articles - Amendment: The Articles of Incorporation may be amended by the affirmative vote of the holders of record of Fifty-one percent (51%) of the outstanding stock of the Corporation entitled to vote in respect thereof, given at any annual meeting or any special meeting, provided notice of the proposed amendment be included in the notice of such meeting.

## ARTICLE SEVENTEEN

Director Liability Limitation: In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the personal liability of the directors of the Corporation to the Corporation or its stock holders for monetary damages for breach of fiduciary duty as a director is hereby limited or eliminated in accordance with Idaho Code Section 30-1-54(2). The directors' liability shall not be limited nor eliminated:

(a) For any breach of the director's duty of loyalty to the Corporation or its stockholders.

(b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

(c) Provided for under section 30-1-48, Idaho Code.

(d) For any transaction from which the director derived an improper personal benefit.

## ARTICLE EIGHTEEN

### Indemnification of Officers, Directors, Employees and Agents

The Corporation shall indemnify its officers, directors, employees, and agents to the fullest extent permissible by law and in accordance with Section 30-1-5, Idaho Code.

## ARTICLE NINETEEN

The corporate stock of this Corporation shall be non-assessable, and the private property of the shareholders and each of them, of this Corporation shall not be subject to assessment or liability for the debts, obligations or liabilities of this Corporation.

IN WITNESS WHEREOF, these Articles of Incorporation are executed in duplicate on the 5 day of July, 1994.

INCORPORATOR

By Ernie Bartlett  
ERNIE H. BARTLETT

STATE OF IDAHO )  
County of Kootenai ) ss.

On this 5 day of July, 1994, before me, the undersigned Notary Public in and for said state, personally appeared ERNIE H. BARTLETT, and declared to me to be the Incorporator of the corporation, that he executed the foregoing instrument on behalf of said corporation, and that the statements contained therein are true.

WITNESS my hand and official seal.

Cheryl St. Louis  
Notary Public for Idaho  
Residing at 1127 1/2  
Commission expires: 11/2/98

