

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/20/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Harper Associates, Inc.		10/17/2005	CORPORATION: IDAHO

**RECEIVING PARTY DATA**

Name:	Hyland Associates, Inc.
Street Address:	P.O. Box 50
City:	Sun Valley
State/Country:	IDAHO
Postal Code:	83353
Entity Type:	CORPORATION: IDAHO

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	1256369	
Registration Number:	1257521	THE HIDEAWAY REPORT
Registration Number:	1329520	ANDREW HARPER'S HIDEAWAY REPORT
Registration Number:	1869509	ANDREW HARPER'S
Registration Number:	2006557	ANDREW HARPER'S Q CLUB
Registration Number:	2576526	THE ANDREW HARPER COLLECTION

**CORRESPONDENCE DATA**

Fax Number: (512)480-5838  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 512-480-5638  
 Email: ohawkins@gdhm.com  
 Correspondent Name: Orlesia A. Hawkins  
 Address Line 1: 401 Congress Avenue, Suite 2200  
 Address Line 4: Austin, TEXAS 78701

CH \$165.00 1256369

**TRADEMARK**

**900035338**

**REEL: 003187 FRAME: 0001**

ATTORNEY DOCKET NUMBER:	A21884.1
NAME OF SUBMITTER:	Orlesia A. Hawkins
Signature:	/oah/
Date:	11/03/2005

**Total Attachments: 29**

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ARTICLES OF MERGER 05 OCT 20 PM 3:48

OF  
HARPER ASSOCIATES, INC. (an Idaho corporation)  
SECRETARY OF STATE  
STATE OF IDAHO

INTO

HYLAND ASSOCIATES, INC.  
(an Idaho corporation)

Pursuant to Section 30-1-1106 of the Idaho Business Corporation Act (the "BCA"), Hyland Associates, Inc., an Idaho corporation ("Surviving Corporation"), and Harper Associates, Inc., an Idaho corporation ("Acquired Corporation"), adopt the following Articles of Merger for the purpose of merging Acquired Corporation with and into Surviving Corporation.

ARTICLE I.

Each of Acquired Corporation and Surviving Corporation is incorporated under the laws of the State of Idaho, which permit the merger specified in these Articles. Following the merger, Surviving Corporation will be governed under the laws of the State of Idaho.

ARTICLE II.

No amendments or changes to the Articles of Incorporation of Surviving Corporation are desired to be effected by the merger.

ARTICLE III.

The Plan was approved by resolution adopted by the Board of Directors of each of Acquired Corporation and Surviving Corporation.

ARTICLE IV.

The number of Acquired Corporation shares outstanding that were entitled to vote on the Agreement and Plan of Merger between Surviving Corporation and Acquired Corporation (the "Plan") attached as Exhibit A hereto were as follows:

Class of Shares <u>Outstanding</u>	Number of Shares <u>Entitled to Vote</u>
Common Stock	54,545

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1 @ 20.00 = 20.00 EXPEDITE C # 3

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**ARTICLE V.**

The Plan was approved and adopted on September 27, 2005 by the holders of 54.466 shares of a total of 54.545 shares of Acquired Corporation outstanding and entitled to vote. No shares were cast against the Plan. The number of votes cast for the Plan as set forth herein was sufficient for approval.

**ARTICLE VI.**

The number of Surviving Corporation shares outstanding that were entitled to vote on the Plan were as follows:

<u>Class of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
Common Stock	545.45

**ARTICLE VII.**

The Plan was approved and adopted on September 27, 2005 by the holders of 544.66 shares of a total of 545.45 shares of Surviving Corporation outstanding and entitled to vote. No shares were cast against the Plan. The number of votes cast for the Plan as set forth herein was sufficient for approval.

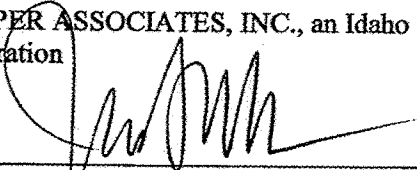
**ARTICLE VIII.**

These Articles of Merger shall become effective at 12:00 a.m. on November 1, 2005.

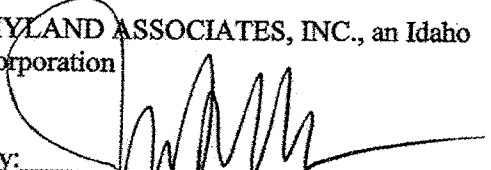
[Signatures follow.]

IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be executed effective the 17th day of October, 2005.

HARPER ASSOCIATES, INC., an Idaho corporation

By:   
Name: John D. Cullen  
Title: President

HYLAND ASSOCIATES, INC., an Idaho corporation

By:   
Name: John D. Cullen  
Title: President

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TRADEMARK  
REEL: 003187 FRAME: 0005

**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

[Attached]

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**AGREEMENT AND PLAN OF MERGER**  
of  
**HARPER ASSOCIATES, INC.**  
with and into  
**HYLAND ASSOCIATES, INC.**

This Agreement and Plan of Merger (this "Agreement") is entered into as of the 1st day of November, 2005 by and between Harper Associates, Inc., an Idaho corporation ("Target"), and Hyland Associates, Inc., an Idaho corporation ("Acquiror").

**RECITALS:**

A. The Board of Directors of Acquiror and the Board of Directors of Target believe it is in the best interests of their respective companies and the shareholders of their respective companies and advisable that Acquiror and Target combine into a single company through the statutory merger of Target with and into Acquiror (the "Merger") and, in furtherance thereof, have approved the Merger and declared its advisability.

B. Pursuant to the Merger, among other things, each outstanding share, or fraction thereof, of the common stock, no par value, of Target (the "Target Common Stock") shall be converted into shares of Acquiror's common stock, no par value ("Acquiror Common Stock"), at the rate of ninety (90) shares of Acquiror Common Stock for each share of Target Common Stock.

C. Target and Acquiror desire to make certain agreements in connection with the Merger.

D. The parties contemplate that no gain or loss shall be recognized by any of the shareholders of either party by virtue of the application to the transactions contemplated in the Merger of Sections 354(a)(1) and 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, in consideration of the covenants set forth herein, and for other good and valuable consideration, the parties agree as follows:

1. The Merger. At the Effective Time (as defined in Section 2) and subject to and upon the terms and conditions of this Agreement, the Articles of Merger to be filed with the Idaho Secretary of State and attached hereto as Exhibit A (the "Articles of Merger") and the applicable provisions of the Idaho Business Corporation Act (the "BCA"), Target shall be merged with and into Acquiror, the separate existence of Target shall cease and Acquiror shall continue as the surviving entity. Acquiror, as the surviving entity in the Merger, is hereinafter sometimes referred to as the "Surviving Corporation."

2. Effective Time. The parties hereto shall cause the Merger to be consummated by filing the Articles of Merger with the Secretary of State of the State of Idaho, in accordance with the relevant provisions of the IBCA (the effective date and time specified in the Articles of Merger being the "Effective Time").

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3. Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in this Agreement, the Articles of Merger and the applicable provisions of the IBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the properties, rights, privileges, powers and franchises of Target and Acquiror shall vest in the Surviving Corporation, and all debts, liabilities and duties of Target and Acquiror shall become the debts, liabilities and duties of the Surviving Corporation.

4. Certificate of Incorporation; Bylaws.

(a) At the Effective Time, the Articles of Incorporation of Acquiror, as in effect immediately prior to the Effective Time (the "Articles of Incorporation") and attached as Exhibit B hereto, shall be the Articles of Incorporation of the Surviving Corporation.

(b) The Bylaws of Acquiror, as in effect immediately prior to the Effective Time and attached as Exhibit C hereto, shall be the Bylaws of the Surviving Corporation.

5. Directors and Officers. At the Effective Time, the directors of Acquiror, as in effect immediately prior to the Effective Time, shall be the directors of the Surviving Corporation, until their respective successors are duly elected or appointed and qualified. The officers of Acquiror, as in effect immediately prior to the Effective Time, shall be the officers of the Surviving Corporation, until their respective successors are duly elected or appointed and qualified.

6. Effect on Target Common Stock. At the Effective Time, by virtue of the Merger and without any action on the part of Acquiror, Target or their respective shareholders, each issued and outstanding share or fraction thereof of Target Common Stock shall be converted at a rate of ninety (90) shares of Acquiror Common Stock for each share of Target Common Stock. No fractional shares shall be issued. Promptly following the Effective Time, Acquiror shall deliver to the holders of the shares of Target Common Stock outstanding immediately prior to the Effective Time certificates evidencing the shares of Acquiror Common Stock issuable pursuant to this Section 6 in exchange for the Target Common Stock outstanding immediately prior to the Effective Time.

7. No Further Ownership Rights in Target Common Stock. All shares of Acquiror Common Stock issued upon the conversion of the Target Common Stock in accordance with the terms hereof shall be deemed to have been issued in full satisfaction of all rights pertaining to such shares of Target Common Stock, and there shall be no further registration of transfers on the records of the Surviving Corporation of Target Common Stock that were outstanding immediately prior to the Effective Time.

8. Target Employee Stock Options. At or prior to the Effective Time, Target and Acquiror shall take all action necessary to cause the assumption by Acquiror as of the Effective Time of options to purchase Target Common Stock granted to employees of Target pursuant to the 2005 Incentive Stock Option Plan of Target outstanding as of the Effective Time (collectively, the "Outstanding Target Options"). The holder of an Outstanding Target Option shall be entitled to receive, upon the exercise thereof, shares of Acquiror Common Stock at a rate of ninety (90) shares of Acquiror Common Stock for each share of Target Common Stock or



fraction thereof subject to such option, determined immediately before the Effective Time. The exercise price of each share of Acquiror Common Stock subject to an Outstanding Target Option shall be an amount equal to the exercise price per share of Target Common Stock at which such option is exercisable immediately before the Effective Time divided by ninety (90). The assumption and substitution of the Outstanding Target Options as provided herein shall not give the holders of such options additional benefits that they did not have immediately prior to the Effective Time or relieve the holders of any obligations or restrictions applicable to their options or the shares obtainable upon exercise of the options.

9. Taking of Necessary Action; Further Action. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Corporation with full right, title, interest and possession to all assets, properties, rights, privileges, powers and franchises of Target and Acquiror, the officers and directors of Acquiror are fully authorized in the name and on behalf of Target and Acquiror to take, and will take, all such lawful and necessary action, so long as such action is not inconsistent with this Agreement.

[Signature page follows.]

IN WITNESS WHEREOF, Target and Acquiror have caused this Agreement and Plan of Merger to be executed and delivered by their respective officers thereunto duly authorized as of the date first written above.

**TARGET:**

HARPER ASSOCIATES, INC., an Idaho corporation

By: 

Name: John D. Cullen

Title: President

**ACQUIROR:**

HYLAND ASSOCIATES, INC., an Idaho corporation

By: 

Name: John D. Cullen

Title: President

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**EXHIBIT A**  
**ARTICLES OF MERGER**

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**TRADEMARK**  
**REEL: 003187 FRAME: 0011**

**ARTICLES OF MERGER**  
**OF**  
**HARPER ASSOCIATES, INC.**  
**(an Idaho corporation)**  
**INTO**  
**HYLAND ASSOCIATES, INC.**  
**(an Idaho corporation)**

Pursuant to Section 30-1-1106 of the Idaho Business Corporation Act (the "IBCA"), Hyland Associates, Inc., an Idaho corporation ("Surviving Corporation"), and Harper Associates, Inc., an Idaho corporation ("Acquired Corporation"), adopt the following Articles of Merger for the purpose of merging Acquired Corporation with and into Surviving Corporation.

**ARTICLE I.**

Each of Acquired Corporation and Surviving Corporation is incorporated under the laws of the State of Idaho, which permit the merger specified in these Articles. Following the merger, Surviving Corporation will be governed under the laws of the State of Idaho.

**ARTICLE II.**

No amendments or changes to the Articles of Incorporation of Surviving Corporation are desired to be effected by the merger.

**ARTICLE III.**

The Plan was approved by resolution adopted by the Board of Directors of each of Acquired Corporation and Surviving Corporation.

**ARTICLE IV.**

The number of Acquired Corporation shares outstanding that were entitled to vote on the Agreement and Plan of Merger between Surviving Corporation and Acquired Corporation (the "Plan") attached as Exhibit A hereto were as follows:

Class of Shares <u>Outstanding</u>	Number of Shares <u>Entitled to Vote</u>
Common Stock	54,545

**ARTICLE V.**

The Plan was approved and adopted on September 27, 2005 by the holders of 54.466 shares of a total of 54.545 shares of Acquired Corporation outstanding and entitled to vote. No shares were cast against the Plan. The number of votes cast for the Plan as set forth herein was sufficient for approval.

**ARTICLE VI.**

The number of Surviving Corporation shares outstanding that were entitled to vote on the Plan were as follows:

<u>Class of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
Common Stock	545.45

**ARTICLE VII.**

The Plan was approved and adopted on September 27, 2005 by the holders of 544.66 shares of a total of 545.45 shares of Surviving Corporation outstanding and entitled to vote. No shares were cast against the Plan. The number of votes cast for the Plan as set forth herein was sufficient for approval.

**ARTICLE VIII.**

These Articles of Merger shall become effective at 12:00 a.m. on November 1, 2005.

[Signatures follow.]

IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be executed effective the \_\_\_\_\_ day of October, 2005.

HARPER ASSOCIATES, INC., an Idaho corporation

By: \_\_\_\_\_

Name: John D. Cullen

Title: President

HYLAND ASSOCIATES, INC., an Idaho corporation

By: \_\_\_\_\_

Name: John D. Cullen

Title: President

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**TRADEMARK**  
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**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

[Attached]

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**TRADEMARK**  
**REEL: 003187 FRAME: 0015**

**EXHIBIT B**  
**ARTICLES OF INCORPORATION**

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**TRADEMARK**  
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ARTICLES OF INCORPORATION  
OF  
HYLAND ASSOCIATES, INC.

The undersigned, acting as an incorporator under the provisions of the Idaho Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I.**

**NAME.**

The name of this Corporation is HYLAND ASSOCIATES, INC.

**ARTICLE II.**

**PERIOD OF DURATION.**

The duration of this Corporation is to be perpetual.

**ARTICLE III.**

**PURPOSES AND POWERS.**

1. **Purposes.** The purposes for which this Corporation is organized are to transact and to engage in any and all lawful business activities for which corporations may be incorporated under the laws of the State of Idaho.
2. **Powers.** This corporation shall have all the powers specified in the Idaho Business Corporation Act.

**ARTICLE IV.**

**STOCK CLAUSES.**

The aggregate number of shares which this Corporation shall have authority to issue is 10,000 common shares, no par value. The Corporation shall not have the authority to issue shares in series.

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ARTICLES OF INCORPORATION - 1

\*: C

**ARTICLE V.**

**REGISTERED OFFICE AND REGISTERED AGENT.**

The address and post office box of the registered office of this corporation are 110 Grey Eagle, Sun Valley, Idaho 83353, and Post Office Box 50, Sun Valley, Idaho 83353. The name of the initial registered agent of this corporation at that address is ROBERT H. ATKINSON.

**ARTICLE VI.**

**DIRECTORS.**

The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws. The initial Board of Directors shall consist of two members. The names and addresses of the persons who are to serve as directors until successors be elected and qualify are as follows:

<b>NAME</b>	<b>ADDRESS</b>
ROBERT H. ATKINSON	110 Grey Eagle Sun Valley, Idaho 83353
RICHARD H. ATKINSON	355 Blanchard Lake Drive Whitefish, Montana 59937

**ARTICLE VII.**

**INCORPORATORS.**

The name and address of the incorporator of this Corporation is THOMAS C. PRAGGASTIS, Donovan & Praggastis, Post Office Drawer 3240, Ketchum, Idaho 83340.

**ARTICLE VIII.**

**PROVISIONS FOR REGULATION OF  
CORPORATION'S INTERNAL AFFAIRS.**

1. Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Idaho at such

place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

2. **Bylaws.** The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Business Corporation Act and these Articles of Incorporation.

3. **Compensation of Directors.** The Board of Directors shall have not receive compensation for their services as directors. A director may serve the corporation in any other capacity and may receive compensation therefrom in any form.

4. **Contracts in which Directors Have an Interest.** The Bylaws of the corporation shall provide for the handling of contracts or transactions in which Directors may have a financial interest, whether direct or indirect.

5. **Indemnification of Directors and Officers.** The Bylaws of the corporation shall provide for the circumstances in which Directors and officers of the corporation may be entitled to indemnification.

#### ARTICLE IX.

##### AMENDMENT OF ARTICLES OF INCORPORATION.

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by an affirmative vote of more than seventy-five percent (75%) of the shareholders entitled to vote in a meeting of shareholders called for such purpose as prescribed by law.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this 5<sup>th</sup> day of January, 1994.

  
THOMAS C. PRAGGASTIS

STATE OF IDAHO        )  
                                  ss.  
County of Blaine        )

On this \_\_\_\_ day of \_\_\_\_\_, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared THOMAS C. PRAGGASTIS, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto affixed my official seal the day and year in this certificate first above written.

\_\_\_\_\_  
Notary Public for Idaho  
Residing at Blaine County  
Commission expires \_\_\_\_\_

**EXHIBIT C**

**BYLAWS**

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**BYLAWS**  
**OF**  
**HYLAND ASSOCIATES, INC.**

**ARTICLE I. NAME, REGISTERED OFFICE AND REGISTERED AGENT.**

**Section 1. Name.** The name of this corporation is HYLAND ASSOCIATES, INC.

**Section 2. Registered Office and Registered Agent.** The address and post office box of the registered office of this corporation is 110 Grey Eagle, Sun Valley, Idaho, 83353 and Post Office Box 50, Sun Valley, Idaho, 83353. The name of the registered agent of this corporation at that address is ROBERT H. ATKINSON.

**ARTICLE II. MEETINGS OF SHAREHOLDERS.**

**Section 1. Annual Meeting.** The annual meeting of the shareholders shall be held within three (3) months from the date this corporation ends its tax year. The shareholders shall elect a Board of Directors and transact other business. If an annual meeting has not been called and held within six (6) months after the time designated for it, any shareholder may call it.

**Section 2. Special Meetings.** Special meetings may be called by the President or Secretary, by a majority of the Board of Directors, or by the holders of a majority or more of the shares outstanding and entitled to vote.

**Section 3. Place of Meetings.** Meetings of the shareholders shall be held at the registered office of the corporation or at any other place, within or without the State of Idaho, the Board of Directors or shareholders may from time to time select.

**Section 4. Notice of Meetings.** A written or printed notice of each shareholders' meeting, stating the place, day and hour of the meeting, and in the case of a special meeting the purpose or purposes of the meeting shall be given by the Secretary of the corporation or by the person authorized to call the meeting, to each shareholder of record entitled to vote at the meeting. This notice shall be sent at least ten (10) days before the date named for the meeting, unless a greater period of notice is required by law in a particular case, to each shareholder by mail or by telegram, charges prepaid, to the shareholder's address appearing the books of the

corporation or by telecopier to the shareholder's telecopier number appearing on the books of the corporation.

**Section 5. Waiver of Notice.** A shareholder, either before or after a shareholders' meeting, may waive notice of the meeting and his waiver shall be deemed the equivalent of giving notice. Attendance at a shareholders' meeting, either in person or by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he attends for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened.

**Section 6. Voting Rights.** Subject to the provisions of the laws of the State of Idaho, each holder of capital stock in this corporation shall be entitled at each shareholders' meeting to one (1) vote for every share of stock standing in his name on the books of the corporation; but, transferees of shares that are transferred on the books of the corporation within ten (10) days next preceding the date set for a meeting shall not be entitled to notice of, or to vote at, the meeting.

**Section 7. Proxies.** A shareholder entitled to vote may vote in person or by proxy executed in writing by the shareholder or by his attorney-in-fact. A proxy shall not be valid after eleven (11) months from the date of its execution unless a longer period is expressly stated in it. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting.

**Section 8. Quorum.** The presence at a meeting, in person or by proxy, of the holders of more than one-half of the shares outstanding and entitled to vote shall constitute a quorum at meetings of shareholders. Shareholders present can continue to do business until adjournment even though enough shareholders withdraw to leave less than a quorum.

**Section 9. Adjournments.** Any meeting of shareholders may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present or represented, any business may be transacted which would have been transacted at the meeting originally called.

**Section 10. Informal Action by Shareholders.** Any action that may be taken at a meeting of shareholders may be taken without a meeting if a consent in writing setting forth the action shall be signed by all the shareholders entitled to vote on the action and shall be filed with the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting.

### **ARTICLE III. BOARD OF DIRECTORS.**

**Section 1. Number, Qualifications and Term of Office.** The business and affairs of the corporation shall be managed by a Board of Directors, none of whom need be residents in the State of Idaho or hold shares in this corporation. The number of directors shall be determined as the shareholders may determine from time to time. Each director, except one selected to fill a vacancy, shall be elected to serve for the term of one (1) year and until his successor shall be elected and shall qualify.

**Section 2. Removal of Directors.** Any director or the entire Board of Directors may be removed without assigning cause by a majority vote of the shares entitled to vote at a meeting of shareholders called for that purpose.

**Section 3. Vacancies.** Vacancies occurring for any reason shall be filled by a vote of a majority of the shares entitled to vote at a meeting of shareholders called for that purpose. Each director so selected shall serve until his successor is elected by the shareholders at the next annual meeting or at a special meeting earlier called for that purpose. The other members of the Board of Directors may declare vacant the office of a director who is convicted of a felony or who is declared of unsound mind by an order of court.

**Section 4. Compensation.** Directors shall not receive a salary for their services as directors; but, by resolution of the Board, a fixed sum and expenses of attendance may be allowed for attendance at each meeting of the Board. A director may serve the corporation in a capacity other than that of director and receive compensation for the services rendered in that other capacity.

**Section 5. Resignation.** A director may resign at any time by giving written notice to the Board or the President of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or the President, and the acceptance of the resignation shall not be necessary to make such resignation effective.

### **ARTICLE IV. MEETINGS OF THE BOARD OF DIRECTORS.**

**Section 1. Annual Meeting.** The Board of Directors shall meet each year, immediately after the annual meeting of the shareholders at the place that meeting has been held, to elect officers and consider other business.

**Section 2. Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President or by any director.



**Section 3. Place of Meetings.** The meetings of the Board of Directors may be held at the registered office of the corporation or (subject to Section 1 of Article IV of these Bylaws) at any place within or without the State of Idaho that a majority of the Board of Directors may from time to time decide.

**Section 4. Notice of Meetings.** Notice of the annual meeting of the Board of Directors need not be given. Written notice of each special meeting, setting forth the time and place of the meeting shall be given to each director at least forth eight (48) hours before the meeting. This notice may be given either personally, or by sending a copy of the notice through the United States mail or by telegram, charges prepaid, to the address of each director appearing on the books of the corporation or by telecopier sent to the director's telecopier number appearing on the books of the corporation.

**Section 5. Waiver of Notice.** A director may waive in writing notice of a special meeting of the Board either before or after the meeting and his waiver shall be deemed the equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting, unless he attends the meeting for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

**Section 6. Quorum.** At meetings of the Board of Directors a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present the acts of the majority of the directors in attendance shall be the acts of the Board.

**Section 7. Adjournment.** A meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which would have been transacted at the meeting originally called.

**Section 8. Presumption of Assent.** A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the Secretary of the meeting before adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation within three (3) days after adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 9. Informal Action.** If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board. Such consent shall have the same effect as a unanimous vote.

## **ARTICLE V. OFFICERS, EMPLOYEES AND AGENTS.**

**Section 1. Officers.** The executive officers of the corporation shall be chosen by the Board of Directors and shall consist of a President, Secretary and Treasurer. Other officers, assistant officers, agents and employees that the Board of Directors from time to time may deem necessary may be elected by the board or be appointed in a manner prescribed by the Board. Two or more offices may be held by the same person except that one person shall not at the same time hold the offices of President and Secretary. Officers shall hold office until their successors are chosen and have qualified, unless they are soon removed from office as provided in these Bylaws.

**Section 2. Vacancies.** When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it shall be filled by the Board of Directors. The officer so selected shall hold office until his successor is chosen and qualifies.

**Section 3. Salaries.** The Board of Directors shall fix the salaries of the officers of the corporation. The salaries of other agents and employees of the corporation may be fixed by the Board of Directors or by an officer to whom that function has been delegated by the Board of Directors.

**Section 4. Removal of Officers and Agents.** An officer or agent of the corporation may be removed by a majority vote of the Board of Directors whenever in their judgment the best interests of the corporation will be served by their removal. The removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 5. President: Powers and Duties.** The President shall be the chief operating officer of the corporation and shall perform the general operating duties of the corporation. He shall also perform whatever duties and have whatever powers the Board of Directors may from time to time prescribe.

**Section 6. Vice-President: Powers and Duties.** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. He shall also perform whatever duties and have whatever powers the Board of Directors may from time to time assign him.

**Section 7. Secretary: Powers and Duties.** The Secretary shall attend all meetings of the Board of Directors and of the shareholders and shall keep or cause to be kept a true and complete record of the proceedings of those meetings. He shall give, or cause to be given, notice of all meetings of the Board of Directors or of the shareholders and shall perform

whatever additional duties the Bboard of Directors and the President may from time to time prescribe.

**Section 8. Treasurer: Powers and Duties.** The Treasurer shall have custody of corporate funds and securities. He shall keep full and accurate accounts of receipts and disbursement and shall deposit all corporate monies and other valuable effects in the name and to the credit of the corporation in a depository or depositories designated by the Board of Directors. He shall disburse the funds of the corporation and shall render to the President or the Board of Directors, whenever they may require it, an account of his transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall furnish a bond satisfactory to the Board of Directors if they so deem.

**Section 9. Delegation of Duties.** Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

#### **ARTICLE VI. SHARE CERTIFICATES AND THE TRANSFER OF SHARES.**

**Section 1. Share Certificates.** The share certificates shall be in a form approved by the Board of Directors. Each certificate shall be signed by the President or a Vice-President and the Secretary of the corporation.

**Section 2. Registered Shareholders.** The corporation shall be entitled to treat the holder of record of shares as the holder in fact and, except as otherwise provided by the laws of the State of Idaho, shall not be bound to recognize any equitable or other claim to or interest in the shares.

**Section 3. Transfer of Shares.** Shares of the corporation shall only be transferred on its books upon the surrender to the corporation of the share certificates duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer. In that event, the surrendered certificates shall be cancelled, new certificates issued to the person entitled to them, and the transaction recorded on the books of the corporation.

**Section 4. Lost Certificates.** The Board of Directors may direct a new certificate to be issued in place of a certificate alleged to have been destroyed or lost if the owner makes an affidavit that it was destroyed or lost. The Board, in its discretion, may as a condition precedent to issuing the new certificate, require the owner to give the corporation a bond as indemnity against any claim that may be made against the corporation on the certificate allegedly destroyed or lost.

**ARTICLE VII. SPECIAL CORPORATE ACTS.**

**Section 1. Execution of Written Instruments.** Contracts, deeds, documents and instruments shall be executed by the President unless the Board of Directors shall in a particular situation designate another procedure for their execution.

**Section 2. Signing of Checks and Notes.** Checks, notes, drafts and demands for money shall be signed by the President or other officers from time to time designated by the Board of Directors.

**ARTICLE VIII. CONTRACTS IN WHICH DIRECTORS OR OFFICERS HAVE AN INTEREST.**

**Section 1. Circumstances for Validity of Contracts.** No contract or other transaction between this corporation and one or more of its directors or officers or any other corporation, firm, association, or other entity in which one or more of its directors or officers are directors or officers, or are financially interested, shall be either void or voidable for this reason alone, or by reason alone that such director or directors are present at the meeting of the Board or a committee thereof which approves, authorizes or ratifies such contract or transaction, or that his or their votes are counted for such purpose, if:

A. The fact of such common directorship, officership or financial interest is disclosed or known to the Board of Directors or committee thereof which approves, authorizes or ratifies such contract or transaction by a vote sufficient for such purpose without counting the votes of such interested director or directors; or

B. The facts of such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote and they approve, authorize or ratify such contract or transaction by vote, in which vote such interested directors may participate to the extent they are shareholders; or

C. The contract or transaction is fair and reasonable to this corporation at the time it is approved by the Board, a committee thereof or the shareholders and the fact of such relationship or interest is fully and fairly disclosed or known to the corporation.

**Section 2. Quorum Determination.** Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which approves, authorizes or ratifies such contract or transaction.

## ARTICLE IX. INDEMNIFICATION.

### Section 1. Standards for Indemnification.

A. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding if he had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 2. Determination for Indemnification. Any indemnification as set forth above, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth above. Such determination shall be made, (1) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

**Section 3. Expenses and Advancements of Expenses.** To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith. Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this section. The indemnification and advancement of expenses provided by or granted pursuant to this section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any other Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

**ARTICLE X. AMENDMENT OF BYLAWS.**

**Section 1. Requirements.** The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the shareholders, but the affirmative vote of the holders of two-thirds of the shares entitled to vote in a meeting of shareholders called for such purpose shall be necessary to exercise that power.

IN WITNESS WHEREOF, these Bylaws have been adopted as of the 4<sup>th</sup> day of March, 1994.

  
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CHAIRMAN

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