

CERTIFICATE OF INCORPORATION  
OF

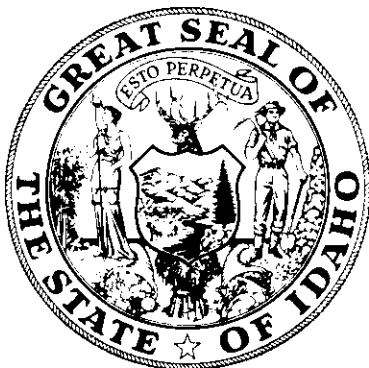
GRUDEM, VERBY, ELSAESSER AND JARZABEK, CHARTERED

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 GRUDEM, VERBY,  
ELSAESSER AND JARZABEK, CHARTERED

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 1, 1983**



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

GRUDEM, VERBY, ELSAESSER AND JARZABEK, CHARTERED

The undersigned hereby establish a Professional Service Corporation pursuant to the statutes of Idaho and adopt the following Articles of Incorporation:

1. NAME. The name of the corporation is GRUDEM, VERBY, ELSAESSER AND JARZABEK, CHARTERED.

2. DURATION. The Corporation shall have perpetual existence.

3. PURPOSE. The Corporation is organized solely for the purpose of conducting the practice of law through persons qualified to practice law in the State of Idaho. Such persons shall practice the profession of law in accordance with all rules for professional conduct promulgated by the Supreme Court of the State of Idaho. The Corporation shall at all times comply with standards of professional conduct promulgated by such Court.

4. POWERS. The Corporation may exercise the powers and privileges now or hereafter conferred upon corporations by Idaho law only in furtherance of and subject to the limitations stated in the preceding paragraph designated 3.

5. QUALIFICATIONS OF SHAREHOLDERS. All shareholders of the corporation shall be persons licensed by the Supreme

Court of the State of Idaho to practice law in the State of Idaho. They shall also be individuals who, except for time spent for illness, accident, in the armed services, on vacation, and on leave of absence not to exceed one year, are actively engaged in the practice of law in the office of the Corporation. All shares of any shareholder who ceases to be eligible to be a shareholder of the Corporation shall be sold or transferred in accordance with these Articles or the By-Laws and Resolutions of the Corporation.

6. AUTHORIZED SHARES. The aggregate number of shares which the Corporation shall have authority to issue is 100,000 common shares, all of one class, each having a par value of One (\$1.00) Dollar.

7. PURCHASE OR TRANSFER UPON INELIGIBILITY. Within thirty (30) days after any shareholder ceases to be eligible to be a shareholder, the Corporation shall purchase all of the shares he owns or such shares shall be transferred to a qualified person as described in paragraph 5 hereof. The price to be paid and the terms of the sale shall be as specified in the By-Laws.

8. REGISTERED AGENT AND ADDRESS. The address of the corporation's initial registered office and the names of its initial registered agent at such address is:

FORD ELSAESSER  
123 South Third Avenue  
Sandpoint, ID 83864

9. INITIAL DIRECTORS. Four directors shall constitute the initial board of directors. Their names and addresses are as follows:

DAG GRUDEM  
310 West Pacific  
Sandpoint, ID 83864

STEVE VERBY  
1013 Oak Street  
Sandpoint, ID 83864

FORD ELSAESSER  
P. O. Box 993  
Priest River, ID 83864

JOSEPH JARZABEK  
P. O. Box 1944  
Sandpoint, ID 83864

10. INCORPORATORS. Three parties shall be the initial Incorporators of the Corporation. Their names and addresses are as follows:


DAG GRUDEM  
310 West Pacific  
Sandpoint, ID 83864

STEVE VERBY  
1013 Oak Street  
Sandpoint, ID 83864

JOSEPH JARZABEK  
P. O. Box 1944  
Sandpoint, ID 83864

These foregoing Articles of Incorporation are dated  
and executed this 29 day of November, 1983.

  
DAG GRUDEM

  
STEVE VERBY

  
JOSEPH JARZABEK

STATE OF IDAHO            )  
                              )  
County of Bonner         )       ss.

On this 29 day of November, 1983, before me the undersigned, a Notary public in and for the State of Idaho, personally appeared DAG GRUDEM, STEVE VERBY and JOSEPH JARZABEK, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

Ann M. Murphy  
Notary Public in and for Idaho  
Residing at: Landpoint