



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

JOHN C. HUNT AND ASSOCIATES, P.A.

was filed in the office of the Secretary of State on the 30th day of December A.D., One Thousand Nine Hundred Seventy-six and will be / duly recorded on ~~film~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at Boise, Idaho in the County of Ada

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 30th day of December , A.D., 1976 .

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION  
OF  
JOHN C. HUNT AND ASSOCIATES, P.A.

I, John C. Hunt, the undersigned, being legally competent, a natural person of full age, a citizen of the United States, and legally authorized to render professional services as an investment adviser under the Idaho Securities Act (Chapter 14, Title 30, Idaho Code), for the purpose of forming a professional service corporation under and pursuant to the provisions of the Professional Service Corporation Act of the State of Idaho (Chapter 13, Title 30, Idaho Code) do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be John C. Hunt and Associates, P.A., hereinafter called "the corporation."

ARTICLE II

The purposes and objects for which the corporation is formed are:

(a) To engage in the professional service of advising others through publications or writings and other means of communication as to the value of securities, the advisability of investing in, purchasing or selling securities, and issuing or promulgating analyses or reports concerning securities, the management of investment assets, and services ancillary thereto.

(b) The corporation may engage in such other activities which may be authorized under the Professional Service

Corporation Act of the State of Idaho, including the power and authority to invest its funds in real estate, mortgages, stocks, bonds or any other type of investment and to own real or personal property necessary for rendering the professional services of the corporation.

(c) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said state, or under any act amendatory thereof or supplemental thereto or substituted therefor, provided such powers and privileges are not in conflict with the Professional Service Corporation Act of the State of Idaho.

#### ARTICLE III

The corporation shall have perpetual existence.

#### ARTICLE IV

The location and post office address of the registered office of the corporation is as follows:

Suite 350  
Sonna Building  
910 Main Street  
Boise, Idaho 83702

#### ARTICLE V

There shall be only one class of capital stock of this corporation, which shall be designated as common stock and which shall be non-assessable. Such common stock shall consist of 250 shares, with a par value of \$100.00 per share, totaling in the aggregate the sum of \$25,000.00.

(a) None of the capital stock of this corporation may be issued to any one other than an individual who is duly

registered or otherwise legally authorized as an investment adviser under the Idaho Securities Act (Chapter 14, Title 30, Idaho Code).

(b) Any stock of this corporation that would otherwise pass by will, by operation of law, or by the laws of descent and distribution or by other legal fashion to any person, firm or other individual or organization who is at the time not a person duly registered or otherwise legally authorized as an investment adviser under the laws of the State of Idaho, shall be redeemed by the corporation at prices and in the manner set forth in the By-Laws adopted by the shareholders of the corporation.

(c) If any individual shareholder of this corporation becomes legally disqualified to render professional services as an investment adviser within the State of Idaho, or is elected to public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon such individual's continued rendering of such services as an investment adviser, then the common stock of this corporation owned by said individual, shall be redeemed by the corporation at prices and in the manner set forth in the By-Laws adopted by the shareholders of the corporation.

(d) A shareholder of this corporation may not sell or transfer his shares in this corporation except to another individual who is eligible to be a shareholder of this corporation in accordance with the provisions of these Articles of Incorporation, and only after such sale or transfer shall be

approved at a stockholders' meeting specifically called for such purpose, by not less than a majority of the outstanding stock of this corporation, not including the shares of the shareholder proposing to sell or transfer such shares in the counting of votes for any purpose at such meeting, unless all stockholders consent that such stock of the transferring shareholder be voted.

(e) The shareholders shall have the power to include in the By-Laws of the corporation additional restraints on the alienation of shares and for the purchase or redemption by the corporation of its shares.

(f) No provision of these Articles of Incorporation or the By-Laws dealing with the purchase or redemption by the corporation of its shares may be invoked at a time or in a manner that would impair the capital of the corporation.

#### ARTICLE VI

The name and post office address of the incorporator, and the number of shares subscribed for by said incorporator, are as follows:

<u>Name</u>	<u>P.O. Address</u>	<u>No. of Shares</u>
John C. Hunt	Suite 350 Sonna Building 910 Main Street Boise, Idaho 83702	1

The incorporator is legally authorized within the State of Idaho to render the professional service for which this corporation is organized, as specified in ARTICLE II.

#### ARTICLE VII

The following matters shall be determined by the By-Laws of the corporation and by the laws of the State of Idaho:

1. The number, terms of office, and manner of election of the directors and officers;
2. The authority and duties of each of the officers;
3. The time and place, and manner and method of calling and holding meetings of the stockholders and meetings of the directors;
4. All other matters for management and control of the corporation.

#### ARTICLE VIII

Stockholders of the corporation shall not have preemptive rights to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible to stock.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30 day of December, 1976.

  
 \_\_\_\_\_  
 JOHN C. HUNT

STATE OF IDAHO    )  
                           ss.  
 County of Ada    )

On this 30 day of \_\_\_\_\_, 1976, before me, the undersigned, a Notary Public in and for said State, personally appeared John C. Hunt, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same, and that he is a person over the age of twenty-one (21) years, a citizen of the United States of America and an investment adviser registered under the Idaho Securities Act.