



CERTIFICATE OF INCORPORATION
OF

EDWARD G. SMITH & ASSOCIATES, INC.

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 _____

EDWARD G. SMITH & ASSOCIATES, INC.

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 _____, 1979.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION

OF

EDWARD G. SMITH & ASSOCIATES, INC.

SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, being of full age and a citizen of the United States, do hereby form a corporation under the provisions of the Idaho Business Corporation Act, and to that end do hereby certify:

ARTICLE I.

Name

The name of said corporation shall be Edward G. Smith & Associates, Inc.

ARTICLE II.

Purposes and Powers

The purposes for which said corporation is formed are:

A. To engage in the profession of financial planning for individuals, corporations, sole proprietorships, partnerships, and employees. To engage in all incidences of implementation of financial programs. To act as consultants on public and private projects and public and private investment banking activities. To form limited partnerships and act as a general partner and limited partner therein. To participate in any and all forms of investments.

1 B. To buy, sell, mortgage, exchange, lease, let,
2 hold for investment or otherwise, use and operate, real estate
3 of all kinds, improved or unimproved, and any right or interest
4 therein.

5 C. To manufacture, produce, buy, sell, trade and
6 deal in any and all types and kinds of goods, machinery, pro-
7 ducts, merchandise and personal property of every class and
8 description at wholesale or retail for and on the account of
9 the corporation or as manufacturer, broker, factor, or agent
10 for others.

11 D. To enter into, make, perform and carry out con-
12 tracts of every sort and kind with any person, firm or corpora-
13 tion or other legal entity and to acquire and take over the
14 good will, property, rights, franchises, options and assets of
15 every kind and the liabilities of any person, firm, associa-
16 tion, corporation or other legal entity either wholly or in
17 part, and to pay for the same in cash, stocks, or bonds of the
18 corporation or otherwise.

19 E. To purchase or acquire property, business rights
20 or franchises or for any other object in or about its business
21 affairs, to incur debt and to borrow and secure the payment of
22 money in any lawful manner, including the issue and sale or
23 other disposition of bonds, debentures, notes or other evidence
24 of indebtedness, and to acquire by purchase, gift, or other-
25 wise, shares of its own corporate stock and cancel the same or
26 any part thereof, or hold all or any of such stock for resale

1 as treasury stock, or for the purpose of making stock dividends
2 to its shareholders and to restrict the transferability of its
3 outstanding shares to the extent reasonably necessary to pro-
4 tect the rights of the corporation and its shareholders in any
5 stock purchase, contracts, or options that may be made between
6 themselves or any of them.

7 F. To act as surety or creditor in any and all types
8 of engagement, including the power to execute, endorse and
9 deliver contracts and to guarantee the prompt and faithful
10 performance for payment of debts, notes, agreements, contracts
11 and undertakings of any other person, firm, partnership, or
12 corporation, and to act as accommodation co-maker or guarantor
13 on obligations either as primary or secondary obligor.

14 G. Without in any manner limiting any of the
15 objects, purposes or powers of the corporation, the business or
16 purposes of said corporation shall be from time to time to do
17 any one or more of all of the acts or things herein set forth.

18 H. The several subdivisions contained in this para-
19 graph of purposes shall be construed as both purposes and
20 powers and the enumeration thereof shall not be held to limit
21 or restrict in any manner the general powers, conferred on
22 business corporations by the laws of the State of Idaho, all of
23 which powers are hereby expressly claimed.

24 ARTICLE III.

25 Duration

26 Subject to dissolution in the manner provided by law,
27 the corporation shall be perpetual.

1 ARTICLE IV.

2 Registered Office

3 The registered office of said corporation in the
4 State of Idaho shall be located at 219 Second Street North, in
5 the County of Twin Falls, the post office address of the regis-
6 tered office of said corporation in the State of Idaho, County
7 of Twin Falls, shall be P. O. Box HH, Twin Falls, Idaho 83301.
8 Edward G. Smith shall be the registered agent at the address
9 set forth above.

10 ARTICLE V.

11 Corporate Stock

12 The aggregate number of shares which the corporation
13 shall have authority to issue is 1,000, all of which shall have
14 a par value of \$10.00 per share.

15 ARTICLE VI.

16 Incorporator

17 Following is the name and post office address of the
18 incorporators:

19	<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>
20	Edward G. Smith	P. O. Box HH
21		Twin Falls, ID 83301

22 ARTICLE VII.

23 Management

24 A. The business of the corporation shall be managed
25 by a board of at least three (3) directors, except that if all
26 of the shares of the corporation are owned beneficially and of
27 record by either one (1) or two (2) stockholders, the number of

1 directors may be less than three (3) but not less than the
2 number of stockholders. Directors need not be shareholders. A
3 director shall hold office for the term for which he was named
4 or elected and until his successor is elected and qualified.

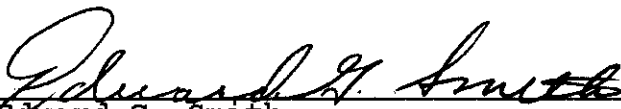
5 B. The Incorporator listed in Article VI. above
6 shall serve as the sole director until the first annual meeting
7 of shareholders or until his successors are elected and
8 qualify.

9 ARTICLE VIII.

10 By-Laws

11 The power to adopt, repeal and amend the By-Laws of
12 the corporation shall be in the stockholders and the By-Laws
13 may be amended, adopted, or repealed by a majority vote of the
14 stock issued and entitled to vote.

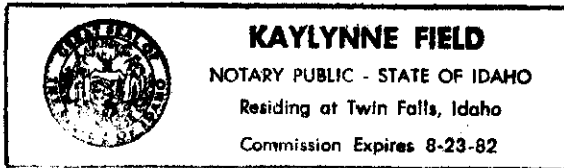
15 IN WITNESS WHEREOF, We have hereunto set our hands
16 this 27TH day of November, 1979.

17 
18 Edward G. Smith

19 STATE OF IDAHO)
20) ss.
21 County of Twin Falls)

22 On this 27TH day of November, 1979, before me, the
23 undersigned, a Notary Public in and for said County and State,
24 personally appeared Edward G. Smith, known to me to be the
25 person whose name is subscribed to the within instrument and
26 acknowledged to me that he executed the same.

1 IN WITNESS WHEREOF, I have hereunto set my hand and
2 affixed my official seal, the same day and year in this certi-
3 ficate first above written.



Kaylynne Field

NOTARY PUBLIC FOR IDAHO
Residing at Twin Falls, Idaho