

**ARTICLES OF INCORPORATION  
OF  
EGUSQUIZA LAW OFFICES, CHARTERED**

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SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, being natural persons of full age, citizens of the United States and residents of the State of Idaho, in order to form a corporation do hereby voluntarily associate ourselves together under and pursuant to the laws of the State of Idaho and do hereby certify and declare as follows:

**ARTICLE I**

**NAME**

The name of this corporation to be used in all its dealings and transactions is **EGUSQUIZA LAW OFFICES, CHARTERED.**

**ARTICLE II**

**PURPOSE**

The purpose of the corporation is to render the practice of law to the public which shall consist of consulting and rendering legal advice on any cause or matter whatsoever, including laws, statutes, rules, regulations, contracts, legal principles and other documents or relationships having legal effect; drafting documents and opinions for the purpose of implementing such advice, representation and arrangements; and preparing and managing the prosecution or defense of causes in courts or before other tribunals or agencies. This Professional Service Corporation shall exist and function in compliance with the "Professional Service Corporation Act" and in order to properly prosecute the objects and

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purposes above set forth, the Corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, necessary for the rendering of legal services.

### **ARTICLE III**

#### **DURATION**

The corporation is to have perpetual existence.

### **ARTICLE IV**

#### **REGISTERED OFFICE AND REGISTERED AGENT**

The address of the corporation's initial registered office in the State of Idaho is 700 North Third East Street, Post Office Box 580, City of Mountain Home, County of Elmore, State of Idaho 83647. The name of the corporation's initial registered agent is Mitchell L. Egusquiza, 700 North Third East Street, Post Office Box 580, Mountain Home, Idaho 83647.

### **ARTICLE V**

#### **STOCK**

The total authorized number of par value shares of stock is one thousand (1,000). The aggregate par value of the total authorized number of par value shares is One Thousand Dollars and No/100 Cents (\$1,000.00).

### **ARTICLE VI**

#### **CLASS OF STOCK**

The corporation is authorized to issue only one class of stock and all issued stock shall be held of record by not more than

fifteen (15) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

#### ARTICLE VII

##### INCORPORATORS

The names and post office addresses of the incorporators and the number of share subscribed by each are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>SHARES</u>
Mitchell L. Egusquiza	911 North 14th East Street Mountain Home, ID 83647	1,000
Brenda C. Egusquiza	911 North 14th East Street Mountain Home, ID 83647	0

#### ARTICLE VIII

##### DIRECTORS

The number of directors constituting the initial board of directors is one and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until their successors are elected and qualify is:

Mitchell L. Egusquiza  
911 North 14th East Street  
Mountain Home, ID 83647

#### ARTICLE X

##### TRANSFER OF SHARES

No stock of this corporation shall be issued or transferred to any person who is not an officer or director of this corporation, except with the consent of the board of directors evidenced by a resolution duly passed at a regular meeting of the board or at a special meeting called for that purpose. Every shareholder who desires to sell his stock and every shareholder who for any reason

shall cease to be an officer or director, his personal representatives, legatees, or assigns shall be required to offer in writing to sell to the board of directors the number of shares of the capital stock held by them to such person or persons as the board of directors shall designate by a resolution duly passed at and for the same sum per share as is determined by the parties to be the net worth of the corporation divided by the number of shares issued for the said corporation.

#### ARTICLE X

##### POWERS

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred hereon on stockholders, directors and officers are subject to this reserved power.

#### ARTICLE XI

##### OFFICERS

Until the first annual meeting of the stockholders and the election and qualification of the officers, the following persons shall serve as the officers:

President:	Mitchell L. Egusquiza
Vice President:	Mitchell L. Egusquiza
Secretary/Treasurer:	Mitchell L. Egusquiza

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 19 day of December, 1997.

  
MITCHELL L. EGUSQUIZA

  
BRENDA C. EGUSQUIZA