



CERTIFICATE OF INCORPORATION  
OF

\_\_\_\_\_  
**STEVE F. BELL, P.A.**

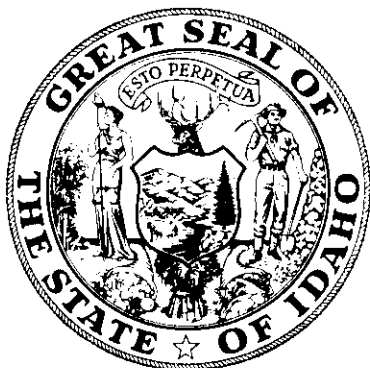
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

\_\_\_\_\_  
**STEVE F. BELL, P.A.**

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: **July 21, 1982**



SECRETARY OF STATE

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

JUL 21 8 52 AM '82  
ARTICLES OF INCORPORATION SECRETARY OF STATE

OF

STEVE F. BELL, P.A.

as per office

The undersigned, acting as an incorporator of a corporation under the Idaho Business Corporation Act and the Professional Service Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be STEVE F. BELL, P.A.

as per office

and shall be abbreviated as STEVE F. BELL, P.A.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purposes for which this corporation is formed are as follows:

a. To engage in the rendering of professional services concerning and connected with the practices of law as authorized by the laws of the State of Idaho.

b. The corporation shall have the capacity to act the same as a natural person, but shall have authority to perform only such actions as are necessary and proper to accomplish its purposes and objectives which are not repugnant to law. All of the purposes and objectives which are set forth below shall be construed in the broadest sense.

c. The purchase or otherwise acquisition of, so far as permitted by law, the whole or any part of the undertaking and business of any person, firm or corporation, engaged in a business of the same general character as that for which this corporation is organized, and the property and liabilities, including the good will, assets, and stock in trade thereof, and to pay for the same either in cash or in shares, or partly in cash and partly in shares.

d. To acquire, by purchase or otherwise encumber real estate or other property, improved and unimproved, the building, construction, altering of houses or other buildings thereon, and the improvement, development, and management of real property generally; and to purchase, lease, or otherwise acquire all kinds of real or personal property which the corporation may deem necessary or convenient for the purpose of its business.

e. To acquire by purchase, subscription, or otherwise, and to hold or dispose of, stocks, bonds, or any other obligations of any corporation formed for, or then or theretofore engaged in or pursuing, any one or more of the kinds of business, purposes, objectives, or operations in which this corporation is authorized to engage, or owning or holding any property of any kind, such as this corporation is authorized to own and to hold; or of any corporation owning or holding the stocks or obligations of any such corporation; to acquire and hold for investment, or otherwise, to acquire and use, and to sell or dispose of any stocks, bonds, or other obligations of any such other corporations; and to do any other acts or things for the preservation, protection, improvement, or enhancement of the value of any such stock, bonds, or other obligations, or to do any acts or things designed for any such purpose; and while owner of any such stocks, bonds, or other obligations, to exercise all rights, powers, and privileges of ownership thereof, and exercise any and all voting power thereon.

f. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objectives or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objectives or purposes, or any part or parts thereof, provided the same not be inconsistent with the laws under which this corporation is organized.

g. To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the State of Idaho, and in the various states, territories, colonies, and dependencies of the United States, in the District of Columbia, and in all or any foreign country or countries.

#### ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is 100 shares. <sup>no par value as per Mr. Bell</sup> All of said shares shall be common shares and shall have cumulative voting rights attached thereto. All shares shall have or enjoy preemptive rights.

#### ARTICLE V

Provisions for the regulation of the internal affairs of the corporation are:

a. No shareholders may transfer or sell his shares except to another individual who is eligible to be a shareholder and such sale and transfer may only be made after the shareholder has:

(1) Offered to the corporation for purchase, these shares at the fair market value as determined by the corporation and the shareholder; and

(2) Offered to any other shareholder the remaining shares of stock not purchased by the corporation, if any there be; and

(3) Has the approval of a majority of all shareholders obtained at a shareholder meeting specially called for such purpose in which the proposed shares to be sold shall not enjoy the right to vote.

b. No shareholder may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his shares.

c. No shareholder may be simultaneously an officer, director, or shareholder of more than one (1) professional corporation.

d. Subject to the power of the shareholders to amend, alter or repeal, the Board of Directors of this corporation shall have the power to amend such By-Laws defining the powers and duties of the officers in the corporation and providing for such other matters regarding its affairs that they deem necessary and convenient, providing the same are not out of harmony with the laws of the State of Idaho, or these Articles of Incorporation.

e. An amendment altering the Articles of Incorporation of this corporation in any respect may be adopted by vote of the holders of the majority of the outstanding shares unless specifically prohibited by law, then by such vote as the law requires.

f. The number of directors of this corporation shall not be less than one nor more than seven. The number of directors, qualifications, terms of office, manner of election, and powers and duties of the directors and officers of the corporation who shall hold office and have powers as specified by the By-Laws of this corporation.

#### ARTICLE XI

The address of the initial registered office of the corporation is 200 North Fourth Street, Coeur d'Alene, Idaho, and the name of the initial registered agent at such address is STEVE F. BELL.

#### ARTICLE VII

The number of the directors constituting the initial board of directors of the corporation is one (1), and the name and address of the person who is to serve as the director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

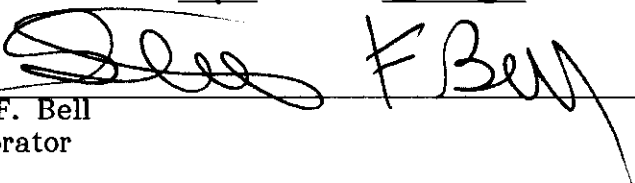
<u>NAME</u>	<u>ADDRESS</u>
Steve F. Bell	200 North Fourth Street P.O. Box 1577 Coeur d'Alene, ID 83814

ARTICLE VIII

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Steve F. Bell	200 North Fourth Street P.O. Box 1577 Coeur d'Alene, ID 83814


IN WITNESS WHEREOF, the Incorporator has executed the instrument, at  
Coeur d'Alene, Idaho, on the 21 day of June, 1982.

  
\_\_\_\_\_  
Steve F. Bell  
Incorporator

STATE OF IDAHO     )  
                              ) ss  
County of Kootenai    )

On this 21 day of June, 1982, before me, a Notary Public in and for said state, personally appeared STEVE F. BELL, known to me to be the person whose name is subscribed to and who executed the foregoing Articles of Incorporation of STEVE F. BELL, PROFESSIONAL SERVICE CORPORATION, and acknowledged to me that he signed, sealed and executed and delivered the said Articles of Incorporation as his free and voluntary act for the use and purpose therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

  
\_\_\_\_\_  
Notary Public for Idaho.  
Residing at Coeur d'Alene.  
My commission expires 7-19-82.

