

ARTICLES OF INCORPORATION

OF

MARY LOU KINSEY & ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS that I, the undersigned citizen of the United States of America, over the age of twenty-one years, do hereby voluntarily form a domestic corporation under and by virtue of the laws of the State of Idaho, and I do hereby make, sign, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I.

The name of this corporation is, and shall be MARY LOU KINSEY & ASSOCIATES, INC.

ARTICLE II.

The purpose or purposes for which the corporation is organized are:

2.1 The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III.

The corporate existence of this corporation shall be perpetual.

ARTICLE IV.

The registered agent shall be and the location and post office and physical address of the corporation's registered office in the State of Idaho shall be Mary Lou Kinsey, 8 Idaho Street, P.O. Box 889, Pinehurst, ID 83850.

ARTICLE V.

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This company shall be capitalized for \$500,000. The total authorized stock of this corporation shall be divided into 500,000 shares, all of which shall be common stock with a par value of \$1.00 per share. Said shares shall be non-assessable and shall be of the same class and every share of said stock shall be equal in all respects to every other of said shares, and there shall be no preemptive rights.

The said shares may be issued and sold from time to time by the corporation for such consideration and upon such terms as may, from time to time, be fixed by the Board of Directors without action by the stockholders.

Pursuant to the provisions of Section 30-1-630, Idaho Code, the Board of Directors of this corporation shall have power and authority from time to time to authorize the sale of, and to sell for cash or otherwise, all or any portion of the unissued and/or of the treasury stock of this corporation without said stock, or any thereof, being first offered to the shareholders of this corporation. The shareholders of this corporation shall not have preemptive rights.

ARTICLE VI.

The corporate powers of this corporation shall be vested in a Board of Directors of not less than two (2) and no more than seven (7) members, who shall be elected annually by the shareholders, and who shall serve until the election and qualification of their successors. A Director of this corporation need not be a shareholder therein. Directors who are to serve for the first corporation year shall be selected by the incorporator. Unless otherwise determined by the shareholders, the Board of Directors by resolution, shall from time to time fix the number of directors within the limit herein

provided. Mary Lou Kinsey and Herbert E. Kinsey, Jr. shall constitute the initial Board.

ARTICLE VII.

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Address:</u>
Michael K. Branstetter	P.O. Box 709, Wallace, ID 83873

ARTICLE VIII.

The names and addresses of the initial Directors are as follows:

<u>Name</u>	<u>Address:</u>
Mary Lou Kinsey, President	P.O. Box 889, Pinehurst, ID 83850
Herbert E. Kinsey, Jr., Secretary/Treas.	P.O. Box 889, Pinehurst, ID 83850

ARTICLE IX.

In addition to the power conferred upon the shareholders by law, to make, amend or repeal By-Laws for this corporation, the Directors shall have the power to repeal and amend the By-Laws and adopt new By-Laws, but such powers may be executed only by a majority of the whole Board of Directors. The Directors shall also have the power to amend these Articles to the extent allowed by law.

ARTICLE X.


A director or officer of the corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the corporation, either as vendor, purchaser, or otherwise; so long as he or she meets the requirements of Section 30-1-860 et seq, Idaho Code; and so long as any transaction or contract with

the corporation is entered in compliance with those statutory provisions, said transaction or contract shall be a valid and enforceable obligations of the corporation.

ARTICLE XI.

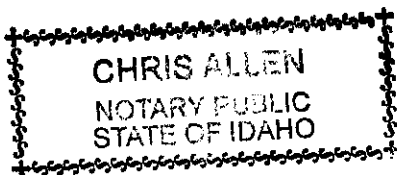
Officers and directors of the corporation shall be indemnified by the corporation to the fullest extent allowed by law.


IN WITNESS WHEREOF, I have hereunto set my hand in duplicate this 26th day of September, 2002.


Michael K. Branstetter, Incorporator

STATE OF IDAHO)
) ss.
County of Shoshone)

I, Chris Allen, a notary public, do hereby certify that on this 26th day of September, 2002, personally appeared before me, MICHAEL K. BRANSTETTER, who being by me first duly sworn, severally declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.




Notary Public for Idaho
Residing at: Osburn, Idaho
My Commission Expires: 05-13-08