

ARTICLES OF INCORPORATION

OF

TIMOTHY B. WILSON
ATTORNEY AT LAW, P.A.

The undersigned, acting as incorporators of a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I.

NAME

The name of the Corporation is Timothy B. Wilson, Attorney at Law, P.A.

ARTICLE II.

AUTHORIZED SHARES

The total amount of capital of this Corporation is ONE THOUSAND DOLLARS (\$1,000.00), divided into shares, each of the par value of ONE and NO/100 (\$1.00) DOLLAR per share. All of said stock shall be common stock and non-assessable having equal voting rights, powers, preferences, and restrictions.

ARTICLE III.

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 6412 Kootenai Street, Bonners Ferry, Idaho 83805, and the name of its initial registered agent at such address is TIMOTHY B. WILSON.

ARTICLE IV.

INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
TIMOTHY B. WILSON,	P.O. Box 3009, Bonners Ferry, Idaho 83805

ARTICLE V.

VOTING ENTITLEMENT OF SHARES

1. Except as provided in sections (2) and (4) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholder's meeting. Only shares are entitled to vote.
2. This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

3. Section (2) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.
4. Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

ARTICLE VI.

PURPOSE

The purpose or purposes for which the Corporation is organized are as follows:

1. To engage in the general practice of law and associated activities therewith.
2. To invest funds in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real or personal property necessary for the rendering of the professional services specified above.
3. To do such acts and carry on such business as may be permitted by the Idaho Professional Services Corporation Act, subject to the limitations thereof.

ARTICLE VII.

DURATION

The period of its duration is perpetual.

ARTICLE VIII.

BOARD OF DIRECTORS

The business of the Corporation shall be managed and conducted by a Board of Directors of not less than one (1) and not more than two (2) Directors. All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its board of directors, subject to any limitation set forth in a shareholder agreement authorized under Section 30-1-782, Idaho Code. The number of directors constituting the initial board of directors shall be 1 and the name and address of the person to serve as director until the first annual meeting of shareholders or until their successors are elected and qualified are:

NAME

ADDRESS

TIMOTHY B. WILSON, P.O. Box 3009, Bonners Ferry, Idaho 83805

ARTICLE IX.

INDEMNIFICATION

The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

ARTICLE X.

MODIFICATION OF ARTICLES

The Corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth by the By-Laws.

ARTICLE XI.

BY-LAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt any such By-Laws for the corporation as are not inconsistent with the laws of the State of Idaho and these Articles of Incorporation. Any By-Laws so adopted by the Board of Directors may be amended or repealed by vote of holders of record of a majority of the Corporation's capital stock at any regular stockholder's meeting or at any special stockholder's meeting called for that purpose.

ARTICLE XII.

LIMITATION OF LIABILITY

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the

corporation or the shareholders; (iii) a violation of Section 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

IN WITNESS WHEREOF, I have subscribed these duplicate Articles of Incorporation this 27 day of July, 2004.



TIMOTHY B. WILSON

STATE OF IDAHO :
ss
County of Boundary :

On this 27 day of July, 2004, before me, the undersigned Notary Public, personally appeared TIMOTHY B. WILSON, known/or identified to me to be the person whose name is subscribed to the foregoing instrument as incorporator, and acknowledged to me that he executed the same.



Libby Wilson
Notary Public for Idaho
Residing at Bonners Ferry
My Comm. Exp.: 7-31-09