



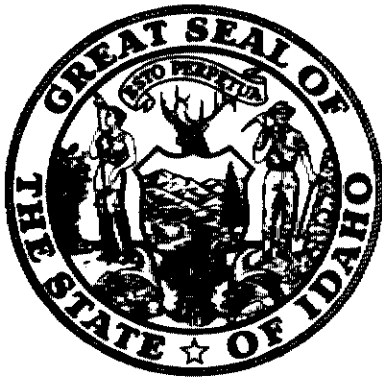
**CERTIFICATE OF INCORPORATION  
OF**

**IDAHO MANAGEMENT CONSULTANTS, 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 the above named corporation, 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: **November 20, 1987**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Sandra Martinez*

ARTICLES OF INCORPORATION

OF

IDAHO MANAGEMENT CONSULTANTS, INC.

RECEIVED  
SEC. OF STATE

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The undersigned person, in order to form a corporation pursuant to the Business Corporation Act of the State of Idaho, certifies:

ARTICLE I

The name of this Corporation is: Idaho Management Consultants, Inc.

ARTICLE II

The period of existence and duration of the life of the Corporation shall be perpetual.

ARTICLE III

The purposes and objects for which this Corporation is formed, and the general powers which this Corporation may exercise are:

- (a) To carry on and conduct a consulting business; and
- (b) To transact any and all lawful business for which a corporation may be incorporated in the State of Idaho.

ARTICLE IV

Section 1. This Corporation shall be authorized to issue one class of shares of capital stock to be designated "common stock." The total number of shares of common stock which

this Corporation shall be authorized to issue is 10,000 shares of no par value stock.

Section 2. The common stock of this Corporation shall be non-assessable; and the private property of the shareholders in this Corporation shall not be liable for the debts, obligations or liabilities of this Corporation.

#### ARTICLE V

Section 1. The location and address of the registered office of this Corporation in the State of Idaho shall be 484 Fairway Drive, Pocatello, Idaho.

Section 2. The registered agent of this Corporation shall be John E. Christofferson.

#### ARTICLE VI

Section 1. The number of directors constituting the initial Board of Directors shall be one.

Section 2. The name and address of the Director is as follows:

<u>Name</u>	<u>Address</u>
John E. Christofferson	484 Fairway Drive Pocatello, Idaho 83201

#### ARTICLE VII

The name and post office address of the incorporator of this Corporation and the number of shares of common stock subscribed by the incorporator is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares Subscribed</u>
John E. Christofferson	484 Fairway Drive Pocatello, Idaho 83201	100

Section 1. The activities and affairs of the Corporation shall be managed by a Board of Directors. The number of Directors which shall constitute the whole Board shall be as stated in Article VI or as altered from time to time by or in the manner provided in the Bylaws. The Board of Directors shall be elected by the members at the annual meeting of the Corporation to be held on such date as the Bylaws may provide, and shall hold office for such term as the Bylaws may provide or until their successors are respectively elected and qualified. The Bylaws shall specify the Board of Directors necessary to constitute a quorum. The Corporation or Board of Directors may elect such officers as the Bylaws may specify, who shall, subject to the provisions contained herein, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of this Corporation. The officers of the Corporation shall comprise the Executive Committee, which, to the extent provided in the Bylaws, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation. The Bylaws shall specify the number of members of this Corporation necessary to constitute a quorum at any regular or special meeting.

Section 2. A member of the Board of Directors of this Corporation or an officer of this Corporation shall not be required to be a holder of any of the shares of common stock of this Corporation.

ARTICLE IX

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by statutes, and all rights conferred upon members herein are granted subject to this reservation.

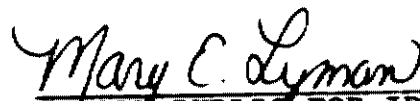
IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, being the sole incorporator of this Corporation, have executed these Articles of Incorporation this 9<sup>th</sup> day of September, 1987.

  
JOHN E. CHRISTOFFERSON

STATE OF IDAHO                     )  
                  Jefferson             ) ss.  
County of ~~Twin Falls~~             )

On this 9<sup>th</sup> day of September, 1987, before me, a Notary Public, personally appeared John E. Christofferson, known or identified to me, or proved to me on oath, to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

  
NOTARY PUBLIC FOR IDAHO  
Residing at: Route 6, Box 212, Idaho Falls, ID  
Commission Expires: 03/05/91