

**CERTIFICATE OF INCORPORATION
OF**

DONALD A. LASSAW, PROFESSIONAL ASSOCIATION

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: **June 24, 1986**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

ON

JUN 24 4 47 PM '86

DONALD A. LASSAW, SECRETARY

PROFESSIONAL ASSOCIATION

The undersigned, being authorized to practice law in the State of Idaho, hereby establishes a professional corporation under the Idaho Professional Service Corporation Act and adopts the following charter:

1. The name of the corporation is Donald A. Lassaw, Professional Association.

2. The corporation shall commence on June 15, 1986, and the period of its duration is perpetual.

3. The purposes for which the corporation is organized are the practice of law and related activities.

4. The address of the initial registered office is 4202 Emerald, Boise, Idaho 83706 and the name of its initial registered agent at such address is Donald A. Lassaw.

5. The corporation elects to be governed by the provisions of the Idaho Professional Service Corporation Act and shall engage in the practice of its profession only through its officers, employees, and agents who are licensed to practice law in the State of Idaho.

6. The Board of Directors shall consist of one or more shareholders of the corporation, as specified in its bylaws, elected by the shareholders of the corporation.

1 7. Each director shall hold office until the next annual
2 meeting of the corporation or until his successor shall have been
3 duly elected and qualified.

4 8. The names and addresses of the persons who are to serve
5 as directors until the first annual meeting of shareholders or
6 until their successors are elected and shall qualify are as
7 follows:

8 Donald A. Lassaw
9 4810 Bitterbrush
 Boise, Idaho 83703

10 9. The officers of the corporaiton shall be a President,
11 Vice President and Secretary/Treasurer, and such other officers
12 as the Board of Directors shall designate from time to time.

13 10. The officers of the corporation shall be elected by the
14 Board of Directors and shall hold office until the next annual
15 meeting of the Board or until their successors shall have been
16 duly elected and qualified.

17 11. The duties and powers of the officers shall be such as
18 are designated by the Board of Directors.

19 12. The name and address of the incorporator is as follows:

20 Donald A. Lassaw
21 4810 Bitterbrush
 Boise, Idaho 83703

22 13. The aggregate number of shares which the corporation
23 shall have authority to issue is one thousand (1,000) shares with
24 a par value of twenty (\$20.00) dollars per share.

25 14. Shares may only be issued to, held by, or transferred to
26 a person who is licensed to practice law in the State of Idaho.

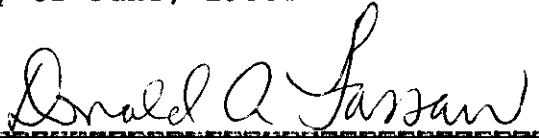
1 Each stock certificate shall be properly endorsed, disclosing
2 such restriction.

3 15. Shares shall be voted only by the holder of record or
4 another shareholder of the corporation inaccordance with a
5 written proxy executed by a holder of record.

6 16. Shares of the corporation held by a deceased or retired
7 shareholder shall be either redeemed or cancelled by the
8 corporation or transferred to a person qualified to hold the
9 shares within six months after the date of death or retirement.
10 Shares held by a shareholder who becomes legally disqualified
11 from practicing law in the State of Idaho shall be so redeemed,
12 cancelled, or transferred within 90 days after the
13 disqualification becomes final. Shares shall not be transferred
14 to qualified nonshareholders without first being offered at their
15 fair market value to the remaining shareholders of the
16 corporation. Shares not so redeemed or transferred within the
17 required period of time shall be cancelled at the end of such
18 period.

19 The undersigned apply to the State of Idaho, by virtue of
20 the laws of the land, for a charter for the purposes and with the
21 powers, etc. declared in the foregoing instrument.


22 DATED this 23rd day of June, 1986.

23 
24 Donald A. Lassaw
25 Donald A. Lassaw
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1 STATE OF IDAHO)
2 County of Ada)ss.

3 On this the 23 day of June, 1986, before me, the
4 undersigned, a Notary Public in and for the State of Idaho,
5 personally appeared Donald A. Lassaw, known to me to be the
6 person whose name is subscribed to the within instrument and
7 acknowledged to me that he executed the same.

8 WITNESS my hand and official seal.

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11 NOTARY PUBLIC FOR IDAHO
12 Residing at Boise, Idaho
13 Expires: August 30, 1988
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