



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

KNEELAND, LAGGIS, KORB, COLLIER, BENJAMIN AND RUSSELL, CHARTERED

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 _____

KNEELAND, LAGGIS, KORB, COLLIER, BENJAMIN AND RUSSELL, CHARTERED,
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 September 1, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

SEP 1 6 30 AM '91

The undersigned natural persons, each more than eighteen (18) years of age, hereby establish a professional corporation pursuant to the statutes of Idaho and adopt the following Articles of Incorporation.

1. NAME. The name of the corporation is:
Kneeland, Laggis, Korb, Collier, Benjamin and Russell,
Chartered.
2. DURATION. The corporation shall have perpetual existence.
3. PURPOSE AND POWERS.

A. The corporation is organized solely for the purpose of conducting the practice of law, only through persons qualified to practice law in the State of Idaho. Such persons shall practice the profession of law in accordance with all rules for professional conduct promulgated by the Supreme Court of the State of Idaho. The corporation shall at all times comply with the standards of professional conduct promulgated by such court.

B. The corporation may exercise the powers and privileges now or hereafter conferred upon corporations by Idaho law only in furtherance of and subject to the limitations stated in the preceding paragraph designated 3(A).

4. QUALIFICATION OF SHAREHOLDERS. All shareholders of the corporation shall be persons duly licensed by the Supreme Court of the State of Idaho to

practice law in the State of Idaho. They shall also be individuals who, except for time spent for illness, accident, in the armed services, on vacations, and on leaves of absence not to exceed one (1) year, are actively engaged in the practice of law in the offices of the corporation. All shares of any shareholder who ceases to be eligible to be a shareholder of the corporation shall be sold or transferred in accordance with the provisions of paragraph 7.

5. AUTHORIZED SHARES. The aggregate number of shares which the corporation shall have authority to issue is 1,000 common shares, no par value.

6. VOTING. Each shareholder of record shall have one (1) vote for each share of stock standing in his name on the board of the corporation.

7. LIABILITY. Shareholders of the corporation shall be liable in conjunction with professional services rendered only as specified by Idaho Code Section 30-1306.

8. INITIAL DIRECTORS. These directors shall constitute the initial board, their names and addresses being as follows:

George R. Kneeland
P. O. Box 258
Ketchum, Idaho 83340

Stratton P. Laggis
P. O. Box 258
Ketchum, Idaho 83340

Robert Korb, III
P. O. Box 258
Ketchum, Idaho 83340

Bruce Collier
P. O. Box 258
Ketchum, Idaho 83340

Willis B. Benjamin
P. O. Box 258
Ketchum, Idaho 83340

Mark W. Russell
P. O. Box 258
Ketchum, Idaho 83340

9. MANAGEMENT OF THE CORPORATION. The business and affairs of the corporation shall be managed by the shareholders of the corporation and the board of directors.

The board shall be authorized to manage only so much of the business and affairs of the corporation as shall from time to time be delegated to it by the shareholders by means of bylaws or otherwise.

Only directors and officers of the corporation who are eligible to be shareholders shall exercise any authority with respect to professional decisions and matters relating to the practice of law.

The president of the corporation shall be a shareholder and director. All other officers and directors of the corporation, to the extent possible, shall be persons eligible to be shareholders.

The right to amend or repeal the bylaws and to adopt new bylaws is reserved to the shareholders.

10. ADDRESS. The address of the registered office of the corporation is P. O. Box 258, Saddle Road, Ketchum, Idaho, 83340. The name of its initial registered agent at such address is Bruce Collier.

11. NAMES AND ADDRESSES OF INCORPORATORS. The names and addresses of each of the incorporators are:

George R. Kneeland
P. O. Box 258
Ketchum, Idaho 83340

Stratton P. Laggis
P. O. Box 258
Ketchum, Idaho 83340

Robert Korb, III
P. O. Box 258
Ketchum, Idaho 83340

Bruce Collier
P. O. Box 258
Ketchum, Idaho 83340

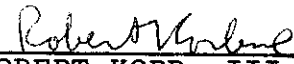
Willis B. Benjamin
P. O. Box 258
Ketchum, Idaho 83340

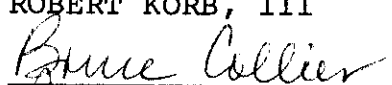
Mark W. Russell
P. O. Box 258
Ketchum, Idaho 83340


IN WITNESS WHEREOF, We have hereunto set our hands
this 25 day of August, 1981.



GEORGE R. KNEELAND


STRATTON P. LAGGIS


ROBERT KORB, III


BRUCE COLLIER


WILLIS B. BENJAMIN


MARK W. RUSSELL