

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

KROEGER & KROEGER, P.A.

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: January 28, 1991



*Pete T. Cenarrusa*  
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SECRETARY OF STATE

by: *Elizabeth M. Fabala*  
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ARTICLES OF INCORPORATION RECEIVED  
OF SEC. OF STATE  
KROEGER & KROEGER, P.A. '91 JAN 28 PM 12 02

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, desiring to form a professional corporation for the practice of law, in accordance with Chapter 13, Title 30, Idaho Code, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be:

KROEGER & KROEGER, P.A.

ARTICLE TWO

The term for which said corporation shall exist shall be in perpetuity.

ARTICLE THREE

The location and post office address of the registered office of this corporation in the State of Idaho shall be Idaho Business Center, Suite 230, 401 E. Seltice, Post Falls, Idaho 83854. The registered agent at that address is Paul R. Kroeger.

ARTICLE FOUR

The purposes for which this corporation is organized are as follows:

1. To engage in the practice of law in rendering or offering to render to the public any one or combination of the following services: to counsel, advise, and represent individuals, corporations, and other entities and to do all things and render all services authorized to be done by duly licensed attorneys and counselors at law under the laws of the State of Idaho.

2. To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and/or personal property necessary for the rendering of the above specified professional services, as permitted by Chapter 13, Title 30, Idaho Code.

3. To purchase, hold, sell and reissue the shares of the stock of this corporation.

4. To issue shares of stock of this corporation to any person provided that no such shares may be issued to anyone other than an individual who is duly licensed to practice law.

5. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments and all other evidence of indebtedness, negotiable or non-negotiable, whether secured or unsecured.

6. To convey, transfer, assign, deliver, mortgage, pledge or otherwise hypothecate all or any part of the property or assets at any time held or owned by this corporation for the purpose of securing any or all of contracts, obligations, or liabilities, insofar as permitted by law.

#### ARTICLE FIVE

This corporation shall tithe at least ten percent (10%) of its net profit to the Church of our Lord Jesus Christ through such ministries as the Board of Directors may from time to time determine.

#### ARTICLE SIX

This corporation shall be subject to the following specific limitations:

1. No shareholder of this corporation shall enter into a voting trust agreement or any other agreement vesting in another person the authority to exercise the voting power of any or all of the stock of the corporation.

2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional service to the public in the practice of law becomes legally disqualified to render such professional service within this state or accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her continued rendering of such professional services, such officer, shareholder, agent or employee shall forthwith sever all employment with, and financial interest in, the corporation.

3. No shareholder of this corporation may sell or transfer his or her shares of stock of this corporation except to another individual who is licensed to practice law and such sale or transfer may be made only after the same is approved, at a stockholders' meeting specially called for such purpose, by not less than a majority of the outstanding stock of this corporation. The Board of Directors or shareholders of this corporation may adopt bylaws or agreements further restraining the alienation of shares of stock of the corporation and providing for the purchase or redemption by the corporation of its shares; provided, however, such provisions dealing with the purchase or redemption by the corporation of its shares may not be invoked at the time or in a manner that would impair the capital of the corporation.

4. This corporation may consolidate or merge only with another professional corporation organized to render the same specific professional services for which this corporation is formed.

5. This corporation may render professional services in the practice of law only through its officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Idaho. The term "employee" as used herein does not include clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services in the practice of law to the public within the State of Idaho.

6. Except as provided in Idaho Code Section 30-1309A, no person who is not licensed or otherwise legally authorized to practice law in the State of Idaho may be a shareholder of this corporation. No person who is not a shareholder of this corporation may be a director of this corporation. No person who is not a shareholder of this corporation may serve as a general officer of this corporation, unless there is only one (1) shareholder of this corporation in which event the corporation may have a non-shareholder as its secretary.

## ARTICLE SEVEN

The business of this corporation shall be managed and conducted by a board of not less than one (1) and not more than five (5) directors, as follows:

If there is but one shareholder there shall be one director, who shall be such shareholder and who shall also serve as the president and treasurer of the corporation. In this instance, the

other officers need not be licensed or otherwise legally authorized to practice law. If there are only two shareholders, there shall be two directors, who shall be such shareholders and who shall fill all of the general offices of the corporation between them. If there are more than two (2) shareholders of this corporation, the exact number of directors and the manner of their election shall be set forth in the bylaws of the corporation.

#### ARTICLE EIGHT

The number of directors constituting the initial Board of Directors is two, who shall serve so long as they remain qualified or until such time as there are more than two (2) shareholders of the corporation. The names and addresses of the initial Board of Directors are as follows:

Paul R. Kroeger  
621 East 16th  
Post Falls, ID 83854

Janice R. Kroeger  
621 East 16th  
Post Falls, ID 83854

#### ARTICLE NINE

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated, or at such other place within or without the State of Idaho as may be at any time determined by the Board of Directors, as permitted by law.

#### ARTICLE TEN

The Bylaws of this corporation may be repealed, amended, altered, or new Bylaws adopted at any annual meeting, or at any special meeting of the stockholders called for that purpose, by a vote representing not less than a majority of the issued and outstanding stock, or by the unanimous written consent, duly acknowledged in the same manner as conveyances of real property are required to be acknowledged, of the holders of the issued and outstanding capital stock, which written consent may be by more than one instrument. The power to repeal, amend and alter the Bylaws of this corporation is reserved to the shareholders of the corporation.

## ARTICLE ELEVEN

The capital stock of this corporation shall consist of One Thousand (1000) shares of ten dollar (\$10.00) par, non-assessable common stock.

## ARTICLE TWELVE

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

Paul R. Kroeger  
P.O. Box 218  
Post Falls, ID 83854

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate this 25 day of January, 1991.



PAUL R. KROEGER  
Incorporator

STATE OF IDAHO )  
ss.  
County of Kootenai )

On this 25th day of January, 1991, before me, the undersigned Notary Public in and for said state, personally appeared PAUL R. KROEGER, known or identified to me to be the person who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal.

Susan J. Wright  
Notary Public for Idaho  
Residing at Coeurd'Alene  
My commission expires: 9-11-92