

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

PAUL W. DAUGHARTY, P.A.  
File number C 119166

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: April 18, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Janey Herold*

**ARTICLES OF INCORPORATION  
OF  
PAUL W. DAUGHARTY, P.A.**

APR 18 8 59 AM '97  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, being over the age of eighteen (18) years, and for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certify and adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be **PAUL W. DAUGHARTY, P.A.**, and its existence shall be perpetual.

ARTICLE II

The purpose of this Corporation is to render to the public professional services as an attorney at law through its officers, employees and agents who are duly licensed or otherwise legally authorized to render professional services as Attorney's at Law.

ARTICLE III

This Corporation shall have all of the powers granted or allowed under Idaho Business Corporation Act, as may be amended from time to time, and all of the powers necessary or convenient to effect any or all of the purposes for which this Corporation is organized.

ARTICLE IV

This Corporation shall have authority to issue 1,000 shares of Common Stock, no par value. The authorized and treasury stock of this Corporation may be issued at such times, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shares shall not be held by any persons other than duly licensed Attorney's at Law.

ARTICLE V

This Corporation shall indemnify all officers, directors and agents to the fullest extent permitted by Idaho Law.

ARTICLE VI

The shareholders of **PAUL W. DAUGHARTY, P.A.** shall have preemptive rights to acquire shares of **PAUL W. DAUGHARTY, P.A.** The shareholders shall have the right to cumulate their shares when electing Directors of this corporation.

ARTICLE VII

ARTICLES OF INCORPORATION - 1.

IDAHO SECRETARY OF STATE  
DATE 04/18/1997  
0900 84202 2  
CK #: 1261 CUST# 70398  
CORP 1@ 100.00= 100.00

C:\WPWIN60\WPDOS\CORPORAT.CLN\PWD.ART

# : C

The registered agent of this Corporation shall be PAUL W. DAUGHARTY and the mailing address of said registered agent is PAUL W. DAUGHARTY, 110 Wallace Avenue, Coeur d'Alene, ID 83814.

#### ARTICLE VIII

1. The number of Directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2. The first Director of this Corporation shall be ONE (1) in number and his address is as follows:

<u>Name</u>	<u>Address</u>
PAUL W. DAUGHARTY	110 WALLACE AVENUE COEUR D'ALENE, ID 83814

3. The term of the Director shall be until the first annual meeting of the shareholders of this Corporation or until their successor(s) is (are) elected and qualified.

#### ARTICLE IX

The name and address of the incorporator is as follows:

PAUL W. DAUGHARTY  
110 WALLACE AVENUE  
COEUR D'ALENE, ID 83814

#### ARTICLE X

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director of Directors present at the meeting of the Board of Directors, or a committee thereof, which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the vote or consent or interest of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the

shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this 14<sup>th</sup> day of April, 1997.

  
\_\_\_\_\_  
PAUL W. DAUGHARTY