State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION
OF

BRADY, McDANIEL & MATTHEWS, 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 **BRADY, McDANIEL & MATTHEWS, 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: *November 13, 1981*

GREAT SEAL OF THE STATE OF IDAHO
ESTO PERPETUA

SECRETARY OF STATE

by:

CIP 181

ARTICLES OF INCORPORATION

OF

BRADY, McDANIEL & MATTHEWS, CHARTERED

KNOW ALL MEN BY THESE PRESENTS, Michael G. Brady, Terry R. McDaniel and Steven R. Matthews, all practicing attorneys duly licensed to render services as such under the laws of the State of Idaho, have executed and acknowledged these Articles of Incorporation for the purpose of forming a professional Corporation in the State of Idaho under the provisions of the General Corporate laws of the State of Idaho and the Idaho Professional Service Corporation Act.

I.

The name of this Corporation is "Brady, McDaniel & Matthews Chartered".

II.

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

(a) To carry on and conduct the practice of law under the laws of the State of Idaho through individuals authorized by law to render such services as individuals.

(b) To engage generally in the business of a professional association as the same is now or hereafter defined by statute, rule and regulation, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto.

(c) To engage in such other business as may be authorized or permitted by the Idaho Professional Service Corporation Act, Idaho Code §30-1301, et. seq., and to engage in any activities and do all things as are incidental to or conducive to the attainment of any of the objects and purposes set forth in this Paragraph II.

(d) To invest funds in real estate, mortgages, stocks, bonds, or any other type of investment.

(e) To construct, erect and operate offices to do business anywhere in the world and to have one or more offices and places of business out of the State of Idaho, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property out of the State of Idaho.

(f) To promote and organize other corporations, and to the extent and wherever permitted to be an incorporator of other corporations of any type or kind.

(g) To have and exercise all rights and powers now existing and which may hereafter be granted to a corporation by the laws of the State of Idaho.

(h) To make donations for the public welfare or for charitable, scientific, or educational purposes.

The foregoing shall be construed as objects, purposes and powers now or hereafter conferred on this corporation by the laws of the State of Idaho. The foregoing statement shall be liberally construed in aid of the powers of this corporation, and the objects, powers and purposes stated in each clause shall, except where otherwise stated, be in no way limited or restricted by any terms or provisions of any other clause. The enumeration of specific powers shall not be construed as to limit in any manner the general powers conferred.

III.

The location and address of the principal place of business and registered office of this Corporation is One Capital Center, 999 Main, Suite 903, Boise, Idaho 83702. Registered Agent for the Corporation is Michael G. Brady.

IV.

The total authorized capital of this Corporation shall consist of a single class of stock, the total number of authorized shares is 5,000 with a par value of $100.00 and an aggregate par value of $500,000.00

V.

The name and address of the Incorporators and initial Board of Directors, the number of shares subscribed for, is as follows:

Michael G. Brady 1 share
2721 Hillway Dr.
Boise, ID 83702

Terry R. McDaniel 1 share
165 Old Saybrooke Rd.
Boise, ID 83706

Steven R. Matthews 1 share
3605 West Point Ave.
Boise, ID 83706

VI.

The Corporation is to have perpetual existence.

VII.

The Corporation shall not issue any stock to any person who is not duly licensed or otherwise legally authorized to render legal services in the State of Idaho.

If any officer who is also a stockholder, any stockholder, agent, or employee, as defined in the Idaho Professional Service Corporation Act, of the Corporation shall become legally disqualified from rendering legal services in the State of Idaho or be elected to a public office or accept employment that, pursuant to existing law, places restrictions and limitations upon his continued rendering of such legal services, such officer, shareholder, agent or employee shall sever all employment with, and financial interest in, the Corporation forthwith.

VIII.

No stockholder shall as such have any preemptive or other preferential right to subscribe for, purchase, or receive any shares of stock in the Corporation for which it may issue or sell, whether out of the number of shares authorized by the Articles of Incorporation, or any amendment thereto, or out of shares acquired by the Corporation after the issuance thereof, nor shall any stockholder as such have any preemptive or other preferential right to subscribe for, purchase, or receive any bonds, debentures, or other obligations or securities which the Corporation may issue or sell which are convertible into, or exchangeable for, stock, or to which shall be attached or appertain any option or warrant or other instrument which shall confer upon the holder or owner of such obligation or security the right to subscribe for, purchase, or receive from the Corporation any shares of its capital stock.

IX.

Provided fair disclosure is made to the Board of Directors, and in the absence of fraud, no contract or other transaction between this Corporation and any other person, firm or corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such person, firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any director so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership. Any director whose interest in any such contract or transaction arises solely by reason of the fact that he is a stockholder, officer or creditor of such other corporation (or solely by reason of the fact that he is a director of such other corporation or partner in such firm where such dealing, contract or arrangement is made by officers or employees of the Corporation in the ordinary performance of their duties and without the actual participation of such director) shall not be deemed interested in such contract or other transaction under any of the provisions of this Article, nor shall any such contract or transaction be void or voidable, nor shall any such director be liable to account because of such interest nor need any such interest be disclosed.

Apart from and in addition to the other provisions of this Article, no contract or other transaction between the Corporation and any other corporation or firm which provides for the purchase or sale of securities by such other corporation for the purchase or sale or securities by such other corporation or firm upon terms not less favorable to the Corporation than offered by such other corporation or firm to others, shall in any case be void or voidable because of the fact that directors of the Corporation are directors of such other corporation or partners in such firm, nor shall any such director be deemed interested in such contract or other transaction under any of the provisions of this Article, nor shall any such directors be liable to account in respect thereof.

No contract or other transaction between the Corporation and any other corporation, at least a majority of the stock of which have voting power is owned or controlled by the Corporation or which owns or controls at least a majority of the stock having voting power of the Corporation, shall in any case be void or voidable because of the fact that directors of the Corporation are directors of such other corporation, nor shall any such director be deemed interested in such contract or other transaction under any of the provisions of this Article, nor shall any such director be liable to account because of such interest nor need any such interest be disclosed.

Any contract or act that shall be approved or ratified by the vote of the holders of a majority of the capital stock of the Corporation having voting power which is represented in person or by proxy at any annual meeting of the stockholders or at any special meeting called for the purpose, among others, of considering the approval or ratification of the acts of officers or directors (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all its stockholders as though it has been approved or ratified by every stockholder of the Corporation.

X.

The Corporation may indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the Corporation may serve or at any time have served as directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise.

XI.

Meetings of stockholders may be held outside the State of Idaho, if the By-Laws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Idaho at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation. Election of Directors need not be by ballot unless the By-Laws of the Corporation shall so provide.

XII.

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

XIII.

The Board of Directors of the Corporation and its shareholders are specifically authorized to adopt By-Laws restraining the alienation of the Corporation's stock and providing for the purchase or redemption by the Corporation of its stock.

IN WITNESS WHEREOF, The Incorporators has caused this instrument to be executed this 1st day of November, 1981.

Michael G. Brady
MICHAEL G. BRADY

TERRY R. McDANIEL

Steven R. Matthews
STEVEN R. MATTHEWS

STATE OF IDAHO)
: ss.
County of Ada)

I HEREBY CERTIFY That on the 1st day of November, 1981, before me, the undersigned Notary Public in and for said State, personally appeared Michael G. Brady, Terry R. McDaniel, and Steven R. Matthews, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they 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.

Debra J. Watson

Notary Public for Idaho
Residing at:
My commission expires:

(SEAL)