



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

MICHAEL G. MORFITT, P.A.

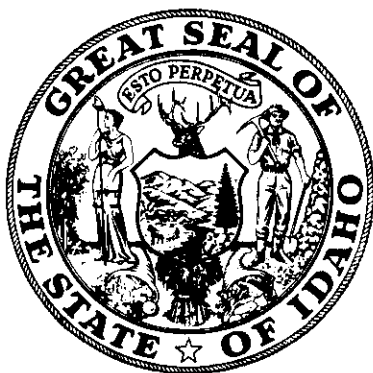
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MICHAEL G. MORFITT, P.A.,

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 30, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED

ARTICLES OF INCORPORATION

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of

MICHAEL G. MORFITT, P

SECRETARY OF
STATE

ARTICLE I

Name

The name of this professional service corporation is
MICHAEL G. MORFITT, P. A..

ARTICLE II

Duration

The corporation shall have a period of duration of fifty
(50) years.

ARTICLE III

Professional Service Corporation

The corporation is organized under the laws of the State
of Idaho as a professional service corporation pursuant to Title
30, Chapter 13, Idaho Code.

ARTICLE IV

Purpose and Powers

The purposes for which the corporation is organized and the
powers it may exercise are:

- a) To engage in the practice of Law in the State of Idaho through persons duly qualified and licensed to practice law, and to engage in every phase and aspect of the conduct of rendering legal professional services to the public that attorneys are authorized to render according to the rules, laws and standards of professional conduct of the profession in the State of Idaho;
- b) Generally to engage in the business of the practice of law as the same is now or hereafter defined by statute, rule and regulation and in connection therewith to own real and personal property, enter into contracts and transact any lawful business related thereto;
- c) To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of professional legal services;

- d) To exercise all powers and privileges accorded by the laws of the State of Idaho for corporations, as now existing or hereafter amended.

ARTICLE V

Registered Office and Agent

The registered office for the transaction of business of the corporation is 216 West State Street, Boise, Ada County, Idaho, and the registered agent of the corporation at that address is Michael G. Morfitt, attorney at Law.

ARTICLE VI

Restriction on Shareholders

All shareholders of the corporation shall be persons duly licensed or otherwise legally authorized to practice law under the laws of the State of Idaho. No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with authority to exercise the voting power of any or all of his stock.

ARTICLE VII

Restriction on Transfer of Shares

The shareholders of the corporation shall have the power to include in the By-Laws, adopted by a majority of the stockholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the corporation. No Shareholder of the corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose. If

