

CERTIFICATE OF INCORPORATION OF	
MICHAEL G. MORFITT, P.A.	
·	of State of the State of Idaho, hereby certify that
	for the incorporation of
in this office and are found to conform to law	thority vested in me by law, I issue this Certificate of
Dated June 30	Pet of Cenarine
E CONTRACTOR OF THE PARTY OF TH	SECRETARY OF STATE  Corporation Clerk

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ARTICLES OF INCORPORATION PM 4 03

of SECRETAR OF MICHAEL G. MORFITT, PSTATE

#### 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

any shareholder shall become legally disqualified to practice law within the State of Idaho or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, such shareholders' shares of stock shall immediately become subject to purchase by the corporation in accordance with the By-Laws adopted by the shareholders.

#### ARTICLE VIII

## Incorporators and Initial Directors

The initial board of directors shall consist of one (1) director, who shall be the incorporator hereof and is to serve as director until the first annual meeting of shareholders or until his successors be elected and qualified. Thereafter the number of directors shall be determined by the By-Laws of the corporation, but shall be at least one (1) director. The name and post office address of the incorporator and initial director of the corporation is:

MICHAEL G. MORFITT Attorney at Law 216 West State Street P. O. Box 137 Boise, Idaho 83701

## ARTICLE XI

# Authorized Shares

The number of shares authorized to be issued by the corporation shall be 500 shares with a par value of Ten and no/100 (\$10.00) Dollars per share.

IN WITNESS WHEREOF, the undersigned incorporator, being an individual resident of the State of Idaho, more than eighteen years of age, has executed these Articles of Incorporation, on this 29th day of June, 1981.

Michael G. Morfitt

STATE OF IDAHO )

State of IDAHO )

County of Ada )

On this 29th day of June, 1981 before me the undersigned, a Notary Public, in and for said State, personally appeared MICHAEL G. MORFITT, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year last above written.

Notary Public for Idaho Residing at Meridian, Idaho

ARTICLES OF INCORPORATION-3