



ARTICLES OF INCORPORATION (Professional Service Corporation)

FILED EFFECTIVE

The undersigned, in order to form a Professional Service Corporation under the provisions of Title 30, Chapter 13, Idaho Code, submits the following articles of incorporation:

2014 JUN 26 PM 3:18

SECRETARY OF STATE
STATE OF IDAHO

Article 1: The name of the professional corporation shall be:

Amanda K. Brailsford, P.C.

Article 2: The corporation is organized for the practice of the profession(s) of: Law

Article 3: The number of shares the corporation is authorized to issue is: 1000

Article 4: The street address of the registered office is: 101 S. Capitol Blvd., Ste. 1600, Boise, ID 83702

and the registered agent at such address is: Amanda K. Brailsford

Article 5: The name and address of the incorporator are:

Amanda K. Brailsford 101 S Capitol Blvd Ste 1600 Boise ID 83702

Article 6: The mailing address of the corporation shall be:

101 S. Capitol Blvd., Ste. 1600, Boise, ID 83702

Optional articles:

See attached.

Signature of at least one incorporator:

Signature

Amanda K Brailsford

Typed Name Amanda K. Brailsford

Signature

Typed Name

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE

06/26/2014 05:00

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Revised 07/2002

Web Form

**ATTACHMENT TO ARTICLES OF INCORPORATION
OF
AMANDA K. BRAILSFORD, P.C.**

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**ARTICLE 7
PURPOSES**

The purpose for which this corporation is organized is to engage in every phase and aspect of rendering legal services to the public as an attorney duly licensed under the laws of the State of Idaho, and generally to engage in any lawful activity permitted under the Idaho Professional Service Corporation Act, as amended, including any amendments to said Act after the formation of this corporation.

**ARTICLE 8
POWERS**

This corporation shall have all the powers granted to corporations organized under the Idaho Business Corporation Act, as amended, except for such limitations thereon as may be imposed by the Idaho Professional Service Corporation Act, as amended, including any additional powers granted or limitations imposed by amendments to said Acts after the formation of this corporation.

**ARTICLE 9
RESTRICTIONS ON SALE OR TRANSFER OF SHARES**

Each shareholder in this corporation shall provide for the redemption or cancellation of all shares owned by him which are transferred to any person or entity ineligible under the Idaho Professional Service Corporation Act, as amended, to be a shareholder in this corporation, whether such transfer be voluntary, involuntary or by operation of law.

**ARTICLE 10
DIRECTORS**

A. This corporation shall have at least one (1) director, the actual number to be as prescribed in the Bylaws. The number of directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The initial Board of Directors shall consist of one (1) director.

B. The name and address of the director of this corporation are as follows:

AMANDA K. BRAILSFORD
101 S. CAPITOL BLVD., SUITE 1600
BOISE, ID 83702

C. The term of the first director shall be until the first annual meeting of the shareholders of this corporation and until their successors shall have been elected and are qualified, unless removed in accordance with the provisions of the Bylaws.

ARTICLE 11 NO CUMULATIVE VOTING

There shall be no cumulative voting of the shares in this corporation.

ARTICLE 12 INDEMNIFICATION OF DIRECTORS

To the fullest extent permitted by Idaho law at the time these Articles become effective or as may be thereafter in effect, this corporation is authorized to indemnify any director of this corporation. The Board of Directors shall be entitled to determine the terms of such indemnification, including advance of expenses, and to give effect thereto through the adoption of Bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article XIII shall not adversely affect any right of a director of this corporation hereunder with respect to any right to indemnification that arises prior to such amendment or repeal.

ARTICLE 13 DISTRIBUTION FROM CAPITAL SURPLUS

This corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer and dispose of its own shares and to make other distributions permitted by the laws of the state of Idaho to the extent of both its unrestricted and unreserved capital surplus.

ARTICLE 14 LIMITATION ON DIRECTOR LIABILITY

To the fullest extent permitted by Idaho law at the time these Articles become effective or as may thereafter be in effect, a director of this corporation shall not be liable to this corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article XV shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of such director occurring prior to such amendment or repeal.