

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

AHERIN, RICE & BROWN, P.A.

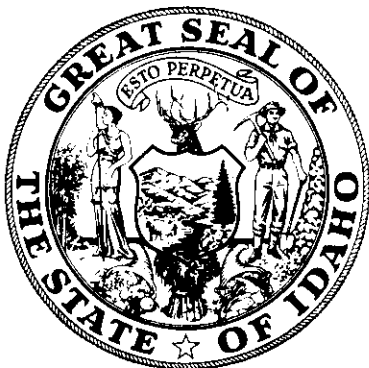
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

AHERIN, RICE & BROWN, 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: **April 17, 1981**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

Apr 17 8 42 AM '91

ARTICLES OF INCORPORATION SECRETARY OF STATE
OF

AHERIN, RICE & BROWN, P.A.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, DARREL W. AHERIN, STEPHEN C. RICE, and CHARLES A. BROWN, who are over the age of majority, residents of the State of Idaho, and legally authorized to practice law in the State of Idaho, desiring to form a professional corporation in accordance with Title 30, Chapter 13 of the Idaho Code, do hereby associate themselves for the purpose of forming a professional corporation and adopt the following Articles of Incorporation, to-wit:

ARTICLE ONE

NAME

The name of the corporation shall be AHERIN, RICE & BROWN, P.A.

ARTICLE TWO

PURPOSES

The purposes for which the corporation is organized are as follows:

- (1) Primarily to engage in every phase and aspect of the practice of law under the laws of the State of Idaho;
- (2) To engage generally in the business of a law corporation as the same is now or hereinafter may be 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;

(3) To engage in such other business as may be authorized or permitted by the laws of the State of Idaho governing professional corporations.

ARTICLE THREE

PRINCIPAL OFFICE

The place in the State of Idaho where the corporation's principal office is to be located is 1212 Idaho Street, City of Lewiston, County of Nez Perce.

ARTICLE FOUR

REGISTERED AGENT

The registered agent of the corporation found at the above address is STEPHEN C. RICE, J.D.

ARTICLE FIVE

DIRECTORS

The number of directors of the corporation shall be at least three (3), but no more than five (5). The names and addresses of the persons who are appointed to act as directors until the first annual meeting, or until their successors are duly chosen and qualified, are:

<u>Name</u>	<u>Address</u>
Darrel W. Aherin	420 Warner, Lewiston, ID
Stephen C. Rice	3525 13th Street C, Lewiston, ID
Charles A. Brown	1010 29th, Lewiston, ID

ARTICLE SIX

STOCK

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common stock, each with the par value of \$1.00.

ARTICLE SEVEN

DURATION

The duration of this corporation shall be perpetual.

ARTICLE EIGHT

REGULATION OF INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the corporation, including provisions restricting the transfer of shares are:

1) No shares of the capital stock of the corporation shall be issued to any one other than an individual who is legally authorized to render services as an attorney at law and a member of the bar in the State of Idaho.

2) No shareholder of this corporation shall sell or transfer any of his shares in the corporation except to another individual who is eligible to be a shareholder of this corporation and then only in accordance with procedures set forth in the By-Laws of the corporation for such sale or transfer. Any shares transferred to any person or entity ineligible to be a shareholder, whether such transfer be voluntary, involuntary or by operation of law, shall be redeemed or canceled by this corporation.

3) No shareholder of this corporation shall enter into any voting trust agreement or other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

If directors, officers or shareholders of this corporation become legally disqualified to render services as an attorney at law in the State of Idaho, he shall immediately sever all employment with and financial interest, other than interest as a creditor, if any, in this corporation.

ARTICLE NINE

BY-LAWS

The Board of Directors of this corporation shall have the power to adopt, alter, amend or repeal the By-Laws of the corporation.

ARTICLE TEN

PAYMENT FOR SHARES

Any shareholder shall have the right to dissent and obtain payment for shares under Idaho Code Section 30-1-80 in the event the shareholders or corporation cannot agree with an individual shareholder as to the sale or redemption of his shares, so long as such action is not in conflict with the By-Laws or any buy-sell agreement between the shareholders pertaining to the sale or redemption of a shareholder's shares.

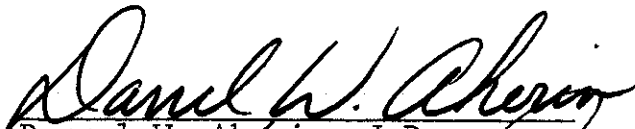
ARTICLE ELEVEN

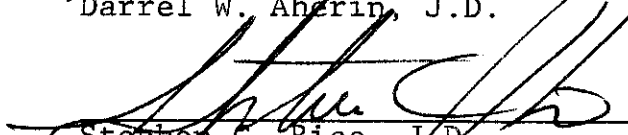
INCORPORATORS

The name and address of the incorporators of this corporation are:

<u>Name and Address</u>	<u>Subscribed Shares</u>
Darrel W. Aherin 420 Warner Lewiston, ID 83501	4,000 shares
Stephen C. Rice 3525 13th Street C Lewiston, ID 83501	4,000 shares
Charles A. Brown 1010 29th Lewiston, ID 83501	2,000 shares

IN WITNESS WHEREOF, we have hereunto set our hands
and seals, executing these Articles of Incorporation this
13th day of April, 1981.


Darrel W. Aherin, J.D.


Stephen C. Rice, J.D.

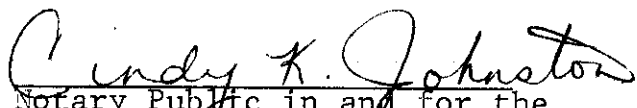

Charles A. Brown, J.D.

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 13th day of April, 1981,
before me, the undersigned, a Notary Public in and for said
state, personally appeared DARREL W. AHERIN, STEPHEN C. RICE
and CHARLES A. BROWN, 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 on the day and year first above
written.

(NOTARY SEAL)


Notary Public in and for the
State of Idaho, residing at
Lewiston therein