

**ARTICLES OF INCORPORATION  
OF**

**MARIAH R. PUGH, ATTORNEY AT LAW, P.C.**

The undersigned, desiring to form a Corporation pursuant to the provisions of the Idaho Business Act, Idaho Code Section 30-1301 et seq., adopts the following Articles of Incorporation:

**ARTICLE ONE**

**Name:** The name of the Corporation is MARIAH R. PUGH, ATTORNEY AT LAW, P.C.

**ARTICLE TWO**

**Purposes:** The purposes for which the Corporation is formed are to engage in the practice of law as a professional corporation for the purpose of providing counsel and representation; and to own real or personal property, if desired, to enter into contracts, to engage in any lawful business necessary for the rendering of such professional services; to do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, not prohibited by the laws of the State of Idaho or the provisions of these Articles of Incorporation. The Corporation may further engage in any or all other lawful business or practice for which corporations may be organized under the Professional Services Corporation Act.

In connection to the above-stated purpose, the Corporation shall have the power to invest its funds in real estate, mortgages, stocks, bonds or any other type of investment, to acquire, own and dispose of real and personal property, and to do all other acts to the extent permitted under the Professional Services Corporation Act for the rendering of professional services.

**ARTICLE THREE**

**Duration:** The period of duration of this Corporation is perpetual.

**ARTICLE FOUR**

**Registered Office and Registered Agent:** The address of the Corporation's initial registered office in the State of Idaho is 602 Cedar Street Ste 223, City of Wallace, County of Shoshone, State of Idaho 83873. The name of the Corporation's initial registered agent at such address is Mariah R. Pugh.

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SECRETARY OF STATE  
STATE OF IDAHO

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## **ARTICLE FIVE**

**Stock:** The total authorized number of par value shares of stock is One Hundred Thousand (100,000). The aggregate par value of the total authorized number of par value shares is One Hundred Thousand and no/100 dollars (\$100,000).

## **ARTICLE SIX**

**Indemnification:** To the fullest extent permitted by law, this Corporation shall have the power to indemnify to any person and in advance expenses incurred or to be incurred by such person in defending civil, criminal, administrative or investigative action, or suite or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the Corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such person.

## **ARTICLE SEVEN**

**Transfer of Stock:** Corporate stock shall be issued only to persons duly licensed or otherwise legally authorized to render legal services and engage in the general practice of law. No capital stock may be issued to anyone other than a person who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was incorporated. No shareholder of the Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with authority to exercise the voting power of any or all of his stock.

No shareholder of the Corporation may sell or transfer his shares in the Corporation 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 shareholder's

meeting specially called for the purpose, by such proportion, not less than a majority of the outstanding stock as may be provided in the Certificate of Incorporation or in the By-Laws. Nothing in this Article is intended to compromise the authority of a disqualified shareholder or personal representative of a shareholder from exercising his or her authority to sell the outstanding shares of the Corporation with the provisions of Idaho Code Section 30-1309A.

#### ARTICLE EIGHT

**Directors:** The business of the Corporation shall be managed and conducted by a Board of Directors. The number of directors constitution the initial Board of Directors is one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until her successor is elected and qualifies is:

NAME	ADDRESS
Mariah R. Pugh	602 Cedar Street Suite 223 Wallace, Idaho 83873

A person who is not a shareholder may not serve as a director of the Corporation.

#### ARTICLE NINE

**Officers:** If the Corporation has only one (1) shareholder, a non-shareholder shall act as the Secretary of the Corporation. All other general offices of the Corporation shall be held by the shareholder.

#### ARTICLE TEN

**Incorporator:** The name and addresses of each incorporator of this corporation is:

NAME	ADDRESS
Mariah R. Pugh	602 Cedar Street Suite 223 Wallace, Idaho 83873

EXECUTED in duplicate this 18 day of October 2008.

Mariah R. Pugh  
Mariah R. Pugh