

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAY

~~XXXXXXXXXXXXXXXXXXXX~~

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

PROFESSIONAL PLANNERS, INC.

was filed in the office of the Secretary of State on the Eighteenth day
of October A.D. One Thousand Nine Hundred Sixty-six and
will be microfilm
duly recorded on Film No. _____ of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence
from the date hereof, with its registered office in this State located at
Footville in the County of Benewah.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this 18th day of October,
A.D., 1966.

Secretary of State.

ARTICLES OF INCORPORATION

of

PROFESSIONAL PLANNERS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and at least two-thirds of them being citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation is:

PROFESSIONAL PLANNERS, INC.

ARTICLE II

SECTION 1: The purposes and objectives of the corporation to transact, promote, and carry on shall include but not be limited to the following:

- A) To furnish professional analysis, evaluations, research, investigation, inquiries, study, and programming of buildings, structures, living and working areas, traffic control and patterns environment and their effect upon attitudes, physical adaptability, psychological and physiological behavior.
- B) To contract with or employ such professional consultants, independent contractors, or employees for the purpose to secure, compile, and present information, data, and research.
- C) To enter into joint ventures with any other corporations, associations, co-partnership, persons or trustees, for the purpose of holding by purchase or otherwise acquiring real and personal property of every kind and description, including but not limited to the good-will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock debentures, or bonds of this corporation, and to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers and rights necessary or convenient to the conduct and management of such businesses.
- D) To buy, receive, use, lease, mortgage, sell or otherwise deal with, in or on behalf of all types of personal property.

- E) To carry on such other business, and ventures as may appear desirable, necessary, or convenient.
- F) To acquire, hold, sell, or otherwise dispose of shares of stock, debentures, bonds, contracts, obligations, securities, and other evidences of indebtedness of this or any person or corporation, and to sell, discount, pledge, hypothecate, and otherwise dispose of any and all such property.
- G) To borrow money and contract debts, when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges, or franchises, or from any other lawful purpose of its incorporation, to draw, make, accept, endorse, discount, execute, underwrite, and issue promissory notes, bills of exchange, warranties, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, payable at specific time or times, or payable upon the happening of a specific event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed or in payment for property purchased, or acquired, or for any other lawful purpose.
- H) To purchase and invest in and to hold, sell, and otherwise deal in stocks, shares, bonds, debentures, and securities of governments, states, municipalities, or corporations, public or private, including both common or preferred stock.
- I) To negotiate for and enter into all types of contracts with individuals, partnerships, and other corporations, or to otherwise as may be necessary and proper to carry out and conduct its proper business.
- J) To open and maintain offices and agencies in the State of Idaho or elsewhere, for the purpose of transacting and carrying on the business which the corporation is empowered to do.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the registered local office of the

corporation is POCATELLO, BANNOCK COUNTY, IDAHO, but it may also carry on its business elsewhere in the State of Idaho, or in any other state of the United States, or elsewhere.

ARTICLE V.

The total authorized number of par value shares is twenty-five thousand (25,000) shares with the par value of one dollar (\$1.00) per share, with an aggregate par value of \$25,000.00.

ARTICLE VI

The total number of shares duly subscribed to is 2,500.00 shares. The names and post office addresses of the incorporated and the number of shares subscribed to by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. of SHARES</u>
Kent J. Parrish, AIA	249 Parrish Drive Pocatello, Idaho	500
Gale Y. Anderson	Whitaker Road Pocatello, Idaho	500
Rodney J. Parrish	239 Parrish Drive Pocatello, Idaho	500
Marvin G. Fifield, M.D.	250 E. Center Pocatello, Idaho	500
Max F. Parrish	250 Parrish Drive Pocatello, Idaho	500

ARTICLE VII

The private property of the stockholders of the corporation shall not be liable for the obligations of the corporation, and such stock shall not be assessable in anyway or for any purpose.

ARTICLE VIII

SECTION 2: OFFICERS AND DIRECTORS

A) OFFICERS: The officers of the corporation shall be a President, Vice- President, a Secretary-Treasurer, and such other officers, agents, and

committees as the Board of Directors may designate, elect, and appoint and who shall perform such duties and have such authority as usually pertain to such officers in similar corporations, and as may be permitted by the Board of Directors from time to time; providing that the same person may hold both the office of a Director and the office of an officer of the corporation at the same time.

B) QUALIFICATION OF OFFICERS: The qualifications of the officers shall be determined by the Board of Directors, and as set forth in the By-Laws of the corporation.

C) ELECTION OF OFFICERS: Officers shall be elected at the annual meeting of Directors by the Board of Directors, and as set forth in the By-Laws of the corporation.

D) TERM OF OFFICE FOR OFFICERS: The officers of the corporation shall serve for a term of one (1) year or until a successor is duly elected and qualified.

E) RESIGNATION OF OFFICERS AND DIRECTORS: Any officer or Director may resign by filing his written resignation with the Secretary of the corporation, or in the case of the resignation of the Secretary, with the President, and upon acceptance thereof by the Board of Directors, the resignation shall become effective. In case the Board of Directors shall neglect to act upon a submitted resignation within fourteen (14) days after its receipt, the resignation shall become effective and the office deemed vacant.

F) REMOVAL OF OFFICER OR DIRECTOR: Any officer or Director of the corporation may be removed at any time in the manner provided in the laws of the State of Idaho for a removal of officers or directors, or by a vote of a majority of the outstanding common stock of the corporation at a meeting of common stockholders called for that purpose.

G) DIRECTORS OF THE CORPORATION: The corporation shall have the number of directors as the Board of Directors shall from time to time desire.

