

104103/21020

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MORGAN ASSOCIATES, INC.

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 the above named corporation, 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: September 26, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonya Coulson

Corporation Clerk

ARTICLES OF INCORPORATION

OF

MORGAN ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being citizens of the United States, and being of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho and for that purpose we do hereby certify as follows:

ARTICLE I

That the name of this corporation shall be: MORGAN ASSOCIATES, INC.

ARTICLE II

That the term of the existence of this corporation shall be perpetual.

ARTICLE III

That the initial registered office of this corporation is Suite 500, 1109 W. Main St., Boise, Idaho 83702 and initial principal place for transaction of its business is hereby designated as 4380 Beacon Light Road, Eagle, Ada County, Idaho 83616. The initial registered agent of this corporation and his address is: Eric L. Haff, Hyde, Wetherell, Bray & Haff, Suite 500, 1109 W. Main St., Boise, Idaho 83702.

ARTICLE IV

The objects and purposes for which this corporation is formed are, as principal, agent or otherwise, to do in the State of Idaho and any other state, territory or country, any and every of the things herein set forth to the same extent as natural persons might or could do, but this corporation shall have the authority to perform such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law, in furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, and we do hereby expressly provide that the corporation shall have power:

A. To administer health benefit programs as an independent contractor for employers maintaining such programs;

B. To buy, sell, own and manage real property of every kind and character and do all lawful things in regard thereto;

C. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation;

D. To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal and real property of every kind and character, debts, dues, and demands, or chooses in action, and each and every kind of personal property, evidence of debts, bonds, stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business or otherwise, including the purchase and sale of its own common stock which has theretofore been issued to a stockholder;

E. To borrow and lend money from and to any person, firm, association, and to make, take and execute notes, mortgages, bonds, deeds of trust, debenture bonds or other evidences of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation or otherwise;

F. To own, hold, lease or sublet, or to conduct on its own account or for any person, firm, association or corporation, all and every kind of merchandise, business or pursuit, necessary or proper to carry on an account of the business of said corporation;

G. To build, repair, reconstruct, locate or relocate any and all necessary buildings of any kind or character and at any place proper or convenient to carry on any or all of the business of said corporation;

H. To also have, in addition to said foregoing powers, all authority, powers and rights granted by the laws of the State of Idaho and any amendments thereof;

I. To enter into any sort of partnership with any person, corporate or otherwise, and to guarantee the contract, debt, obligation or liability of any person, corporate or otherwise;

J. To do and perform every act and thing necessary to carry out the above enumerated purposes, or which may be calculated, directly or indirectly, to advance the interests of

the company, or to enhance the value of its stock, holdings and property of every kind and character.

ARTICLE V

The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the directors until the first Annual Meeting of Shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Richard Fullilove	4380 Beacon Light Road Eagle, Idaho 83616
Cheryl Fullilove	4380 Beacon Light Road Eagle, Idaho 83616
Wesley E. Harris	5850 W. Cherry Lane Meridian, Idaho 83642-5342

ARTICLE VI

The total capitalization of the Corporation is Two Thousand (\$2,000) Dollars equally divided between voting common stock and preferred stock as follows:

Voting Common Stock:

The total number of shares of voting common stock which the corporation shall have the authority to issue shall be One Thousand (1,000) shares, all of one class, of the par value of \$1.00 per share. Each share of voting common stock shall have the same right, privileges and voting powers as all other shares of voting common stock and the same shall be fully paid and nonassessable. Said shares shall have preemptive rights with respect to the issuance of any further stock carrying voting rights, including the right to acquire shares issued to officers, directors or employees, the right to acquire shares sold otherwise than for cash, and the right to acquire shares issued to satisfy conversion or option rights.

In all elections for Directors of this corporation, every Shareholder holding voting common stock shall have the right to vote in person or by proxy for the number of shares of voting common stock owned by him for as many persons as there are Directors to be elected or to cumulate his said shares of voting common stock and give any one candidate as many votes as the number of Directors multiplied by the number of his shares of voting common stock shall equal, or to distribute them on the same

principle among as many candidates as he shall think fit, and such Directors shall not be elected in any other manner.

Nonvoting Preferred Stock:

The total number of shares of nonvoting preferred stock which the corporation shall have the authority to issue shall be One Thousand (1,000) shares of preferred stock, all of one class, of the par value of \$1.00 per share. Each share of nonvoting preferred stock shall have the same rights, privileges and voting powers as all other shares of nonvoting preferred stock and the same shall be fully paid and nonassessable. The nonvoting preferred stock shall have preemptive rights with respect to the issuance of any further stock having any preferential rights, including without limitation, any shares issued with the preferential rights more fully described below, any shares issued to officers, directors or employees, shares sold otherwise than for cash and the right to acquire shares issued to satisfy conversion or option rights. Each share of preferred stock shall be entitled to a preferred dividend equivalent to three and one-third (3.33%) percent per share multiplied by the amount of any dividend payable, from time to time, to the stockholders of the corporation, said preferred dividend to be payable in preference to and priority over any dividend payable on the voting common stock. In the event of voluntary or involuntary liquidation of the corporation, holders of preferred stock shall have the same preference to assets of the corporation as with respect to dividends. The holders of preferred stock shall not be entitled to vote at meetings of the stockholders of the company, except as provided by law to the contrary. The Board of Directors of the corporation has no right to vary the right and preferences herein expressed.

ARTICLE VII

While any preferred stock shall be issued and outstanding, anything herein to the contrary notwithstanding, the corporation, without written consent of holders of record of at least 75% of the amount of the then issued and outstanding preferred stock, shall not have the power:

a. To create any shares of stock which shall be in any respect on a parity with or have any preference to take priority over the preferred stock of the corporation then issued and outstanding;

b. To create any lien upon the real or personal property of the corporation, including stocks and securities, or any part thereof, for the purpose of securing an issue of bonds or other obligations, except that property may be acquired by the corporation subject to purchase money mortgages or liens;

c. To alter in any manner the rights or preferences of the preferred stock then issued and outstanding;

d. To organize any subsidiary corporation;

e. To permit any subsidiary corporation to create or issue any shares of stock other than those issued to the corporation, (the term "subsidiary corporation" when used herein shall be deemed to mean any other corporation, the majority of the capital stock of which is owned by this corporation);

f. To agree to or pay any bonus to any employee who is also a shareholder (common or preferred) of the corporation.

ARTICLE VIII

The name and address of each incorporator is:

Name

Address

Eric L. Haff

Hyde, Wetherell, Bray & Haff
Owyhee Plaza, Suite 500
1109 W. Main Street
Boise, Idaho 83702

ARTICLE IX

The private property of the Shareholders of the corporation shall not be subject to any payment of corporate debts to any extent whatever, except every Shareholder is individually and personally liable for the debts and liabilities of the corporation to the full amount unpaid upon any subscription to shares of stock.

ARTICLE X

The corporation reserves the right to amend, endorse, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the Shareholders represented in person or by proxy at any annual meeting of the Shareholders or at any special meeting duly called for that purpose, excepting only where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 day of September, 1991.


Eric L. Haff