

FILED EFFECTIVE

FILED AT THE REQUEST OF:

William Lee Crowley Jr.
Wm. L. Crowley & Associates, Inc.
208 S. Academy Avenue, Suite 140
Eagle, ID 83616

SPACE FOR SECRETARY OF STATE'S USE

08 OCT 28 PM 2:28

SECRETARY OF STATE
STATE OF IDAHO

AFTER FILING MAIL TO:

Melanie G. Rubocki, Esq.
PERKINS COIE LLP
251 East Front Street, Ste. 400
Boise, Idaho 83702

ARTICLES OF DOMESTICATION

OF

WM. L. CROWLEY & ASSOCIATES, INC.

Pursuant to Section 30-1-922 of the Idaho Business Corporation Act (the "Act"), the undersigned, Wm. L. Crowley & Associates, Inc. (the "**Corporation**") submits the following Articles of Domestication (the "**Articles**") for filing and certifies that:

1. The name of the Corporation immediately prior to the filing of these Articles was "Wm. L. Crowley & Associates, Inc."
2. The jurisdiction of the Corporation immediately prior to the filing of these Articles was Delaware. The Corporation was incorporated in Delaware on October 19, 1976.
3. The domestication of the Corporation has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.
4. The articles of incorporation attached hereto as Exhibit A shall be the Corporation's Articles of Incorporation.

[Remainder of Page Intentionally Blank.]

IDAHO SECRETARY OF STATE
10/28/2008 05:00
CK: 2616 CT: 143838 BH: 1142057
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IN WITNESS WHEREOF, these Articles of Domestication have been duly executed as of the 30th day of September, 2008, and are being filed in accordance with the Act by an authorized person of the Corporation.

Wm. L. Crowley & Associates, Inc.

By:

A handwritten signature in cursive script, appearing to read "W L Crowley", is written over a horizontal line.

William L. Crowley, Jr.
President

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STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

WM. L. CROWLEY & ASSOCIATES, INC.

The undersigned, William Lee Crowley Jr., hereby certifies that he is the President of Wm. L. Crowley & Associates, Inc., a Delaware corporation (the "*Converting Entity*"), and further certifies that:

1. The conversion from a Delaware corporation to an Idaho corporation was approved in accordance with Section 228 of the Delaware General Corporation Law by action taken by the Board of Directors and sole shareholder of the Converting Entity by unanimous written consent dated September 30, 2008.

2. The adoption of the Articles of Incorporation set forth below by the Converted Entity was approved by action taken by the Board of Directors and sole shareholder of the Converting Entity by unanimous written consent dated September 30, 2008.

3. In accordance with the Idaho Entity Transactions Act (the "*Act*"), the following Articles of Incorporation of Wm. L. Crowley & Associates, Inc., an Idaho corporation (the "*Converted Entity*" or the "*Corporation*") are hereby adopted to read as follows:

ARTICLE 1 NAME

The name of the Corporation is "Wm. L. Crowley & Associates, Inc."

ARTICLE 2 CAPITAL STOCK

The total number of shares which the Corporation is authorized to issue is One Thousand (1,000), consisting of One Thousand (1,000) shares of common stock, no par value.

IDAHO SECRETARY OF STATE
10/28/2008 05:00
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ARTICLE 3
REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent and address of the registered office is:

Name	Address
William Lee Crowley Jr.	280 S. Academy Avenue, Suite 140 Eagle, Idaho 83616

ARTICLE 4
MAILING ADDRESS

The mailing address of the Corporation shall be: 280 S. Academy Avenue, Suite 140, Eagle, Idaho 83616.

ARTICLE 5
PURPOSE

The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the State of Idaho.

ARTICLE 6
DURATION

The period of the Corporation's duration is perpetual.

ARTICLE 7
BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. The number of Directors shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

ARTICLE 8
INDEMNIFICATION AND LIMITATION ON LIABILITY

A. Indemnification.

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act (the "IBCA"), as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the IBCA permitted the Corporation to provide prior to such amendment).

B. Limitation on Liability.

There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Corporation or to its shareholders for monetary damages for any breach, act, omission or transaction as to which the IBCA (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the Corporation, or any repeal or modification of the IBCA which impacts the liability of directors under this Article, shall not affect adversely any right, protection or elimination of liability of a director of the Corporation with respect to any breach, act, omission or transaction of such director occurring prior to the time of such repeal or modification.

**ARTICLE 9
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation.

**ARTICLE 10
STATEMENT OF CONVERSION**

The name of the Converting Entity, a Delaware corporation, is Wm. L. Crowley & Associates, Inc. The principal terms of the plan of conversion were approved by unanimous written consent of the Board of Directors and sole shareholder of the Converting Entity, in accordance with Section 228 of the Delaware General Corporation Law. The Delaware corporation, as the Converting Entity, is converting into an Idaho corporation, the Converted Entity.

[Remainder of Page Intentionally Blank.]

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Incorporation effective as of the 30th day of September, 2008.

A handwritten signature in cursive script, reading "WLCrowley", written over a horizontal line.

William Lee Crowley Jr., President