

# State of Idaho

## Department of State.

### CERTIFICATE OF AMENDMENT OF

JOHNSON OLSON ROBISON, CHARTERED

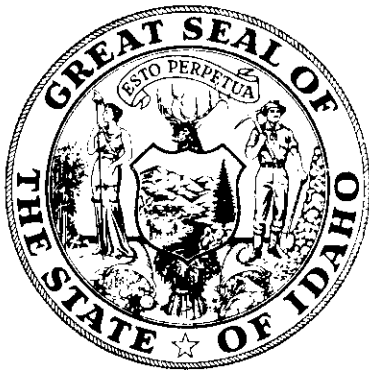
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

~~JOHNSON OLSON ROBISON, CHARTERED~~

duly signed and verified 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  
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles  
of Amendment.

Dated \_\_\_\_\_ June 13, 19 85



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Wesley I. Clark*

Corporation Clerk

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
JOHNSON OLSON ROBISON, CHARTERED,  
formerly Johnson and Olson, Chartered

WHEREAS, the original Articles of Incorporation of Johnson and Olson, Chartered, were approved, filed and admitted to the Articles of Incorporation of the State of Idaho on certificate issued April 1, 1980, and,

WHEREAS, THE SHAREHOLDERS WISH TO UNANIMOUSLY AMEND SAID ARTICLES OF INCORPORATION SO THAT THE SAME AS RESTATED AND AMENDED SHALL BE AND ARE:

We, the undersigned, being natural persons of full age, citizens of the United States, and Attorneys at Law duly licensed to render services as such under the laws of the State of Idaho, and being voluntarily associated for the purpose of forming a corporation and conducting corporation business under the Professional Service Corporation Act, do hereby voluntarily associate for the purpose of forming a corporation under the Professional Service Corporation Act, under and by virtue of the laws of the State of Idaho, and for that purpose do adopt the following Articles of Incorporation.

I. NAME

The name of this corporation shall be:

JOHNSON OLSON ROBISON, CHARTERED

## II. PURPOSES

The general purpose of the business to be transacted by this corporation is to engage in every phase and aspect of the business of rendering the professional services to the public which lawyers and attorneys at law, duly licensed under the laws of the State of Idaho, are authorized to render, and:

to invest funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional service;

to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

The foregoing shall be construed as enumerating both object and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of the specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

### III. CAPITAL STOCK

The capitalization of this corporation shall be One Hundred Thousand and 00/100 (\$100,000.00) Dollars; total number of authorized shares is One Thousand (1,000) shares; par value of each share is One Hundred and 00/100 (\$100.00) Dollars; and all shares shall be of the same class and value and have the same voting and other rights. All of the stock issued shall be fully paid and nonassessable. None of the shares of this corporation may be issued to anyone other than an individual licensed to practice law in the State of Idaho.

### IV. DURATION

The duration of this corporation shall be perpetual.

### V. PRINCIPAL PLACE OF BUSINESS

and

### REGISTERED AGENT

The location and post office address of the registered offices of this corporation shall be 303 Spaulding Building, Pocatello, Idaho 83204, and said principal place of business being in Bannock County, Idaho, and, the name of the Registered Agent at said address is:

L. Charles Johnson

### VI. SHAREHOLDERS and DIRECTORS

The name, post office address and number of shares subscribed to the shareholders who are lawyers and attorneys at law, duly licensed under the laws of the State of Idaho to

render services as such, are as follows:

L. Charles Johnson Spaulding Building P.O. Box 1725 Pocatello, Idaho 83204	156 shares
---	------------

Gerald W. Olson Spaulding Building P.O. Box 1725 Pocatello, Idaho 83204	108 shares
--	------------

Charles Johnson, III Spaulding Building P.O. Box 1725 Pocatello, Idaho 83204	31 shares
---	-----------

Jack Robison Spaulding Building P.O. Box 1725 Pocatello, Idaho 83204	24 shares
---	-----------

Jesse Robison Spaulding Building P.O. Box 1725 Pocatello, Idaho 83204	12 shares
--	-----------

The name and address of the current directors are as follows:

L. Charles Johnson Spaulding Building P.O. Box 1725 Pocatello, Idaho 83204	Director
---	----------

Gerald W. Olson Spaulding Building P.O. Box 1725 Pocatello, Idaho 83204	Director
--	----------

Jack H. Robison Spaulding Building P.O. Box 1725 Pocatello, Idaho 83204	Director
--	----------

Charles Johnson, III Spaulding Building P.O. Box 1725 Pocatello, Idaho 83204	Director
---	----------

Jesse C. Robison  
Spaulding Building  
P.O. Box 1725  
Pocatello, Idaho 83204                      Director

#### VII. VOTING

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### VIII. SHAREHOLDER QUALIFICATIONS

This corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed to practice law in the State of Idaho. If any officer, shareholder, agent or employee of this corporation should become legally disqualified to practice law within the State of Idaho, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall forthwith sever all employment with, and financial interest in, such corporation.

#### IX. CUMULATIVE VOTING

At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the

number to be voted for, or any two or more of them, as he may see fit.

#### X. CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or transaction of this corporation with any person, firm or corporation, shall be affected by the fact that any director of this corporation is a party in any way connected with such person, firm or corporation, and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of itself or any firm, association, or corporation, in which he may be in any way interested.

#### XI. LIMITATIONS ON TRANSFERS OF SHARES

So long as the owner and/or person in whose name the shares are registered or his heirs or devisees receive full, fair value on surrender or disposition of his shares, the shareholders of this corporation shall have power to include in the By-Laws, adopted by a two-thirds majority of the shareholders of this corporation, provisions regarding the

proposed sale, transfer or disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of the shareholders. The matter and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written on the certificate evidencing ownership of such stock. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation. If any shareholder becomes legally disqualified as in these Articles provided, such shareholder's shares shall become subject to purchase by this corporation or by other existing shareholders herein in accordance with the By-Laws adopted by the shareholders.

## XII. ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of, the general powers conferred by the laws of the State of Idaho and the purposes and objects hereinabove stated, this corporation shall have, all and singular, the following powers:

this corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interests or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which



this corporation has direct or incidental authority to pursue;

this corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues or any type of stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such stock;

this corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. a pension plan,
2. a profit sharing plan,
3. a stock bonus plan,
4. a thrift and savings plan,

5. a restricted stock option plan,
6. a medical payment plan for employees, and
7. other retirement or incentive compensation plans.

### XIII. AMENDMENT

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by a vote representing a majority of the outstanding capital stock of the corporation.

IN WITNESS WHEREOF, we, all shareholders representing all issued and outstanding shares, have executed these Articles of Incorporation this 12th day of June, 1985.

L. Charles Phelan (SEAL)

Donald W. Olson (SEAL)

Jack A. Robison (SEAL)

Charles A. [Signature] (SEAL)

Jesse C. Robison (SEAL)

STATE OF IDAHO       )  
                              : ss  
County Bannock       )

I, Raylene Neil, a Notary Public, do hereby certify that on this 12th day of June, 1985, personally appeared before me L. Charles Johnson, Gerald W. Olson, Jack H. Robison, Charles Johnson, III, and Jesse C. Robison, who, being by me first duly sworn, declared that they are the shareholders of Johnson Olson Robison, Chartered, that they signed the foregoing document as shareholders of the corporation, and that the statements therein contained are true.

Raylene Neil  
NOTARY PUBLIC FOR IDAHO  
Residing at Pocatello, Idaho  
My Commission Expires: Aug, 1985

(SEAL)