

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE KETCHUM COMPANY
File number C 117981

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: January 22, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

**ARTICLES OF INCORPORATION
OF
THE KETCHUM COMPANY**

Jan 22 11 46 AM '97
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME OF THE CORPORATION**

The name of the corporation is The Ketchum Company ("Corporation").

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSES OF THE CORPORATION**

The Corporation may do any and all acts and perform any and all business permitted by the Idaho Business Corporation Act.

**ARTICLE IV
SHARES**

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

| <u>Class</u> | <u>Number</u> | <u>Par Value Per Share</u> |
|--------------|---------------|----------------------------|
| Common | 1,000 | None |

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CK #: 2585 CUST#: 75270
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IDAHO SECRETARY OF STATE
DATE 01/22/1997 0900 57442

**ARTICLE V
PREEMPTIVE RIGHTS**

No shareholders of the Corporation shall have preemptive and preferential rights of subscription of any shares of stock of the Corporation, whether now or hereafter authorized, or to any securities convertible into such shares or carry a right to subscribe or acquire shares.

**ARTICLE VI
CUMULATIVE VOTING**

No shareholders of the Corporation shall have cumulative voting rights.

**ARTICLE VII
INITIAL PRINCIPAL OFFICE**

The address of the Corporation's initial principal office is 877 West Main Street, Suite 1000, Boise, Idaho 83702.

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is Brian L. Ballard, and the name of its initial registered agent at such address is 877 West Main Street, Suite 1000, Boise, Idaho 83702.

**ARTICLE IX
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as the initial directors are as follows:

| <u>Name</u> | <u>Address</u> |
|------------------------|--|
| Brian L. Ballard | 877 West Main Street Suite 1000 Boise, Idaho 83702 |
| Charles L. Larkin, III | P. O. Box 336 Middlebury, Connecticut 06762 |

ARTICLE X DIRECTOR LIABILITY

To the full extent permitted by the Idaho Business Corporation Act or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article X shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

ARTICLE XI INDEMNIFICATION

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the Idaho Business Corporation Act or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article XI. No amendment to or repeal of this Article XI shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

ARTICLE XII INCORPORATOR

The name and address of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Brian L. Ballard | 877 West Main Street Suite 1000 Boise, Idaho 83702 |

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation this 21st day of January, 1997.



BRIAN L. BALLARD, Incorporator