

ARTICLES OF INCORPORATION
OF
McKLEY & ASSOCIATES, INC.

FILED
00 JAN 24 AM 10:42
CLERK OF DISTRICT COURT
STATE OF IDAHO

The undersigned, to form a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

I

The name of the Corporation is McKLEY & ASSOCIATES, INC.

II

The period of its duration is perpetual.

III

The purpose or purposes for which the Corporation is organized is for the transaction of any or all lawful business for which Corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

IV

The aggregate number of shares which the Corporation shall have the authority to issue is ONE HUNDRED THOUSAND (100,000) shares, all of one class, no par value.

V

The address of the initial registered office of the Corporation and the initial registered agent at such address is:

REGISTERED AGENT

G'Neil DeLack

REGISTERED ADDRESS

250 Northwest Boulevard
Suite 105
Coeur d'Alene, Idaho 83814

VI

The name and address of the Incorporator herein and of the persons who shall serve as initial Directors until the first annual meeting of the shareholders are:

IDAHO SECRETARY OF STATE

01/25/2000 09:00
CK: 41884 CI: 3544 BN: 284849

1 @ 100.00 = 100.00 CORP # 2

C132226

INCORPORATOR

ADDRESS

G'Neil DeLack

250 Northwest Boulevard
Suite 105
Coeur d'Alene, Idaho 83814

BOARD OF DIRECTORS

ADDRESS

William L. DeLack

250 Northwest Boulevard
Suite 105
Coeur d'Alene, Idaho 83814

G'Neil DeLack

250 Northwest Boulevard
Suite 105
Coeur d'Alene, Idaho 83814

Edward Elliott

3222 Mirimar
Kettering, Ohio 45429

Traci A. Elliott

3222 Mirimar
Kettering, Ohio 45429

VII

The stock of the Corporation shall be non-assessable common stock.

VIII

A Director shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except that a Director shall be liable for the following:

a. For any breach of the Director's duty of loyalty to the Corporation or to its stockholders.

b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

c. For acts or omissions which involve Director liability as provided in Idaho Code Section 30-1-833, which states that a Director shall be liable under the following circumstances:

1. If the Director votes for or assents to the declaration of any dividend or other distribution of the assets of a Corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.

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