

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

MOFFATT, THOMAS, BARRETT & BLANTON, CHARTERED

was filed in the office of the Secretary of State on the **31st** day of **December** A.D., One Thousand Nine Hundred **seventy-one** and ~~will be~~ ~~fully~~ recorded on ~~Film~~ ~~Non~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Boise, Idaho** in the County of **Ada**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **31st** day of **December**, A.D., 19 **71**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

MOFFATT, THOMAS, BARRETT & BLANTON,
CHARTERED

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, natural persons of full age, citizens of the United States of America and residents of the State of Idaho, do hereby form a corporation under Chapter 13, Title 30, Idaho Code, for the purposes hereinafter stated:

I

The name of the corporation shall be Moffatt, Thomas, Barrett & Blanton, Chartered.

II

The term for which said corporation shall exist shall be in perpetuity.

III

The location and post office address of the registered office of this corporation in the State of Idaho shall be Boise, Idaho.

IV

The objects and purposes for which this corporation is formed shall be and are:

(1) To engage in the practice of law in rendering or offering to render to the public any one or combination of the following services: to offer consultation and advice in all

matters relating to the legal affairs of any person, corporation or other business entity; to act as attorneys and counsellors in all courts and administrative tribunals; and generally to do all things authorized by the laws of the United States or any of the individual states thereof, or of any foreign country, or as developed by custom and practice as defined or recognized by any court or administrative body, to the same extent as any individual duly licensed as an attorney might or could do.

(2) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and/or personal property necessary for the rendering of the above specified professional services, as permitted by Chapter 13, Title 30, Idaho Code.

(3) To purchase, hold, sell and reissue the shares of the stock of this corporation.

(4) To issue shares of stock of this corporation to any person provided that no such shares may be issued to anyone other than an individual who is duly licensed to practice law in the State of Idaho under the provisions of Chapter 1, Title 3, Idaho Code.

(5) To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments and all other evidence of indebtedness, negotiable or nonnegotiable, whether secured or unsecured.

(6) For the purpose of securing any or all of its contracts, obligations, or liabilities, insofar as permitted by law, to convey, transfer, assign, deliver, mortgage, pledge or otherwise hypothecate all or any part of the property or assets at any time held or owned by this corporation.

(7) It is the intention of the incorporators that the foregoing clauses shall be construed both as objects and powers and not as limitations upon such powers, except where such limitations may be specifically delineated, and that the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of the corporation, but that said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects hereinabove enumerated or incidental to the purposes and objects hereinabove named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which is permitted under Chapter 13, Title 30, Idaho Code, under which this corporation is organized, or the then applicable law.

V

This corporation shall be subject to the following specific limitations:

(1) No shareholder of this corporation shall enter into a voting trust agreement or any other agreement vesting in another person the authority to exercise the voting power of any or all of the stock of the corporation.

(2) If any officer, shareholder, agent or employee of this corporation who has been rendering professional service to the public in the practice of law as the same is defined in Chapter 1, Title 3, Idaho Code, becomes legally disqualified to render such professional service within this state, or is elected to a public office 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, the corporation.

(3) No shareholder of this corporation may sell or transfer his shares of stock of this corporation except to another individual who is licensed to practice law pursuant to the provisions of Chapter 1, Title 3, Idaho Code, and such sale or transfer may be made only after the same is approved, at a stockholders' meeting specially called for such purpose, by not less than a majority of the outstanding stock of this corporation. The Board of Directors or shareholders of this corporation may adopt By-Laws further restraining the alienation of shares of stock of the corporation and providing for the purchase or redemption by the corporation of its shares; provided, however, such provisions dealing with the purchase or redemption by the corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the corporation.

(4) This corporation may consolidate or merge only with another domestic corporation organized under Chapter 13, Title 30, Idaho Code, to render the same specific professional services for

which this corporation is formed, and a merger or consolidation with any foreign corporation is prohibited.

(5) This corporation may render professional services in the practice of law only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Idaho. The term "employee" as used herein does not include clerks, secretaries, bookkeepers, technicians and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services in the practice of law to the public within the State of Idaho.

VI

The business of this corporation shall be managed and conducted by a board of directors, as follows: If there is but one shareholder there need only be one director, who shall be such shareholder. He shall also serve as the president and treasurer of the corporation. In this instance, the other officers need not be licensed or otherwise legally authorized in the same field of endeavor as the president. If there are only two shareholders there need be only two directors, who shall be such shareholders and who shall fill all of the general offices of the corporation between them. A retired person may not continue as a director, officer or shareholder. The first board shall be appointed by the incorporators of this corporation, and the entire board shall be elected annually thereafter by the stockholders at the annual meeting.

VII

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated, or at such other place within or without the State of Idaho as may be at any time determined by the Board of Directors, and as permitted by law.

VIII

The By-Laws of this corporation may be repealed, amended, altered, or new By-Laws adopted at any annual meeting, or at any special meeting of the stockholders called for that purpose, by a vote representing not less than a majority of the stock subscribed for and issued, or by the written consent, duly acknowledged in the same manner as conveyances of real property are required to be acknowledged, of the holders of not less than a majority of the subscribed for and issued capital stock, which written consent may be in more than one instrument. Furthermore, the Board of Directors of this corporation shall have the power to repeal, amend and alter the By-Laws of the corporation, and to adopt new By-Laws, by vote of not less than a majority of the members of said Board of Directors; provided, that the Board of Directors shall not make or alter any By-Laws fixing the qualifications, classification, term of office, or compensation of the members of such Board.

IX

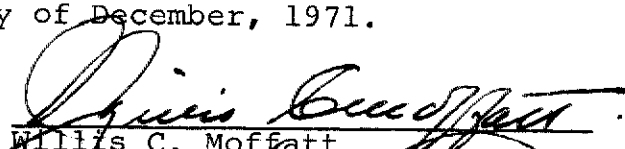
The capital stock of this corporation shall consist of TWO HUNDRED FIFTY (250) shares of no par, non assessable, common stock.

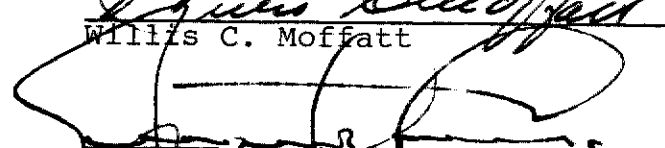
X

The name and post office address, together with the number of shares of stock subscribed by the incorporators, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>No. of Shares</u>
Willis C. Moffatt	P. O. Box 829, Boise, Idaho 83701	1
Eugene C. Thomas	P. O. Box 829, Boise, Idaho 83701	1
John W. Barrett	P. O. Box 829, Boise, Idaho 83701	1
J. Charles Blanton	P. O. Box 829, Boise, Idaho 83701	1
R. B. Rock	P. O. Box 829, Boise, Idaho 83701	1
Richard C. Fields	P. O. Box 829, Boise, Idaho 83701	1
Richard E. Hall	P. O. Box 829, Boise, Idaho 83701	1

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 31st day of December, 1971.


Willis C. Moffatt


Eugene C. Thomas


John W. Barrett


J. Charles Blanton

R B Rock
R. B. Rock

Richard C. Fields
Richard C. Fields

Richard E. Hall
Richard E. Hall

STATE OF IDAHO)
) SS.
County of Ada)

On this 31st day of December, 1971, before me, the undersigned, a Notary Public in and for said State, personally appeared Willis C. Moffatt, Eugene C. Thomas, John W. Barrett, J. Charles Blanton, R. B. Rock, Richard C. Fields and Richard E. Hall, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Catherine N. Fauder
Notary Public for Idaho
Residing at Boise, Idaho

(SEAL)