



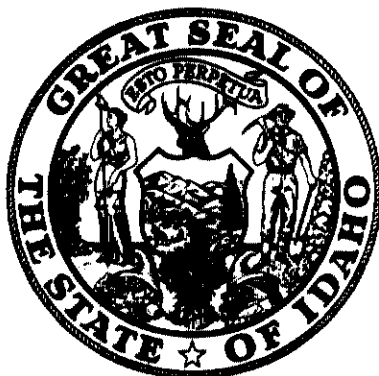
**CERTIFICATE OF INCORPORATION
OF**

WILLIAM H. BALL, P.A.

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: March 02, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Ball*

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SEC. OF STATE
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ARTICLES OF INCORPORATION
OF 2 AM 8 56
WILLIAM H. BALL, P. A.

KNOW TO ALL MEN BY THESE PRESENTS: That I, the undersigned, being legally competent, a natural person of full age and a citizen of the United States, and a licensed attorney under the laws of the State of Idaho, for the purpose of forming a professional service corporation under and pursuant to the provisions of the Professional Service Corporation Act of the State of Idaho and the Acts amendatory thereof and supplemental thereto, do hereby adopt the following Articles of Incorporation:

FIRST

The name of the corporation shall be, WILLIAM H. BALL, P. A.

SECOND

The purpose and objects for which the corporation is formed are:

(a) To render legal professional service to the public by persons specifically licensed under the laws of the State of Idaho as attorneys to engage in the practice of law. Such persons shall practice the profession in accordance with the rules for professional conduct promulgated by the Supreme Court of the State of Idaho and the American Bar Association.

(B) The corporation may not engage in any business other than the rendering of legal professional service as herein set forth, provided, however, this corporation by and through its officers and

directors shall have the power and authority to invest the corporate funds in real estate, mortgages, stocks and like securities, bonds or any other type of investments, and may further invest in real estate and personal property that may be necessary for the rendering of the professional services of the corporation.

(c) To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares, and merchandise of every kind, nature and description.

(d) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, building and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural person may do.

(e) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued.

(f) To make, perform and carry out contracts of every kind and description made for an lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof.

(g) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize.

(h) To establish for the benefit of its employees, one or more (i) pension plan, (ii) profit plan, or (iii) other employee benefit, retirement and incentive compensation plans.

(i) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said state, or under any Act amendatory thereof or supplemental thereto or substituted therefore.

(j) To render professional services as a licensed attorney through its officers, employees and agents who are properly and duly licensed or otherwise legally authorized to render such professional legal services within the State of Idaho,

(i) provided, however, that any officer, shareholder, agent or employee of this corporation shall remain personally and fully liable and accountable for any negligent or wrongful acts or misconduct committed by him, or by any person under his direct supervision and control, while rendering professional services on behalf

of this corporation to the person for whom such professional services were being rendered, and provided that this corporation shall be liable in addition thereto, up to the full value of its property for any negligent or wrongful acts or misconduct committed by any of its officers, shareholders, agents or employees while they are engaged on behalf of the corporation in the rendering of such professional services.

(k) To acquire, hold, sell, reissue or cancel any shares of its capital stock, PROVIDED, HOWEVER;

This corporation may not use its funds or property for the purchase of its common stock when such use would cause any impairment of the capital of this corporation, and

The capital stock of this corporation may only be issued to an individual who is a duly licensed attorney under the laws of the State of Idaho to practice the profession of law.

(l) To call any shares of its own capital stock, as provided for in the By-Laws.

(m) The foregoing clauses are to be construed both as objects and powers, and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation.

THIRD

The Corporation in to have perpetual existence.

FOURTH

The location and post office address of the registered office of the corporation is 703 Second Street South, Nampa, Idaho 83651.

FIFTH

There shall be only one class of capital stock of this corporation, which shall be designated as common stock, and such common stock shall be and consist of 100 shares, each with no par value.

The capital stock of this corporation may only be issued to an individual who is duly and actively engaged in and licensed, qualified and legally authorized in good standing to practice law within the State of Idaho.

The stockholders shall have the power to include in the BY-LAWS, adopted by a two-thirds vote of all stockholders, any regulation or restriction governing sale, transfer, call or other disposition of the corporation's outstanding stock.

SIXTH

The names and post offices addresses of the incorporators, all of whom are licensed attorneys, are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>	<u># OF SHARES</u>
WILLIAM H. BALL	703 2nd Street South Nampa, Idaho 83651	85
Authorized but unissued		15

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The number of directors of the corporation shall be as specified in the By-Laws, and the number may, from time to time, be increased or decreased in the manner prescribed in the By-Laws. The initial Board of Directors shall consist of one (1) in number, whose name and address is WILLIAM H. BALL, 703 Second Street South, Nampa, Idaho 83651.

NINTH

Stockholders of the corporation shall not have preemptive and preferential right of subscription to any shares of stock of the corporation, whether now or hereafter authorized.

TENTH

The Board of directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws by 3/4 majority vote of all directors, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner specified in the By-laws.

ELEVENTH

The initial agent for service of process or for all other legal purposes shall be WILLIAM H. BALL, 703 Second Street South, Nampa, Idaho 83651.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of February, 1990.

William H Ball
WILLIAM H. BALL

STATE OF IDAHO)
) ss.
County of Canyon)

On this 23rd day of February, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared William H. Ball, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same and that he is a citizen on the United States of America.

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

Sandra L. Roberts
NOTARY PUBLIC FOR IDAHO
Residing at: Nampa
Commission expires

(SEAL)