



CERTIFICATE OF INCORPORATION
OF

MCFADDEN LAW OFFICES, 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 13, 1989



Pete T. Cenarrusa
SECRETARY OF STATE

by: *[Signature]*

**ARTICLES OF INCORPORATION
OF
MCFADDEN LAW OFFICES, P.A.**

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The undersigned, each of whom is a duly licensed and practicing attorney in the State of Idaho, desire to form a professional corporation pursuant to the Professional Services Corporation Act (Idaho Code 30-1301 et. seq.), for the purpose of rendering legal services, and adopt the following articles of incorporation for such corporation:

ARTICLE ONE

Name. The name of the corporation is MCFADDEN LAW OFFICES, P.A..

ARTICLE TWO

Purposes. The purposes for which the corporation is organized are as follows:

1. Primarily to engage in the specific business of the practice of law as a law corporation;

2. To engage generally in the business of a law corporation as the same is now or hereafter defined by statute, rule and regulation, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto; and

3. To engage in such other business as may be authorized or permitted by the Idaho Professional Services

Corporation Act.

In connection with the above stated purposes, the corporation shall have the power to invest its funds in real estate, mortgages, stocks, bonds or any other types of investments, to acquire, own and dispose of real and personal property, and to do all other acts to the extent permitted under the Professional Services Corporation Act.

ARTICLE THREE

Duration. The period of duration of this corporation is perpetual.

ARTICLE FOUR

Registered Office and Registered Agent. The address of the corporation's initial registered office in the State of Idaho is 141 N. Eighth Street, City of St. Maries, County of Benewah, State of Idaho 83861. The name of the corporation's initial registered agent at such address is PATRICK R. McFADDEN.

ARTICLE FIVE

Stock. The total authorized number of par value shares of stock is 100,000. The par value for each share shall be Ten Dollars (\$10.00). The aggregate par value of the total authorized number of par value shares is One Million Dollars (\$1,000,000.00).

ARTICLE SIX

Transfer of Stock. Corporate stock shall be issued

to persons duly licensed and legally authorized to render legal services and engage in the practice of law. No shareholders of the corporation organized under these articles shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power at any or all of his or her shares of stock.

No shareholder of the corporation may sell or transfer his or her shares in the corporation except to another individual who is eligible to be a shareholder of the corporation, and any such sale or transfer may be made only after the same shall have been approved at a stockholders meeting specially called for such purpose, by such proportion, not less than a majority, of the outstanding stock as may be provided in the Certificate of Incorporation or the Corporate By-laws.

ARTICLE SEVEN

Directors. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

NAME	ADDRESS
1. Richard L. McFadden	1420 Jefferson Avenue St. Maries, Idaho 83861

2. Patrick R. McFadden

1704 Center Avenue
St. Maries, Idaho 83861

ARTICLE EIGHT

Incorporators. The name and address of each incorporator for this corporation is:

NAME	ADDRESS
1. Richard L. McFadden	1420 Jefferson Avenue St. Maries, Idaho 83861
2. Patrick R. McFadden	1704 Center Avenue St. Maries, Idaho 83861

EXECUTED in duplicate this 8th day of
March, 1989.


RICHARD L. MCFADDEN


PATRICK R. MCFADDEN