

# State of Idaho



## CERTIFICATE OF AMENDMENT OF

JOHNSON OLSON ROBISON, CHARTERED

I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

JOHNSON OLSON BACON, CHARTERED

duly signed and verified 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  
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles  
of Amendment.

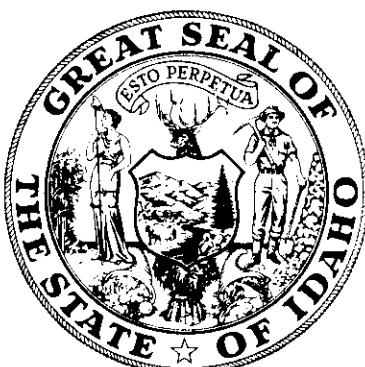
Dated February 24, 19 89.

The signature of Pete T. Cenarrusa, written in cursive script.

SECRETARY OF STATE

The signature of the Corporation Clerk, written in cursive script.

Corporation Clerk



AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
JOHNSON OLSON BACON, CHARTERED,  
formerly Johnson Olson Robison, Chartered

WHEREAS, the original Articles of Incorporation of Johnson and Olson, Chartered, were approved, filed and admitted to the Articles of Incorporation of the State of Idaho on certificate issued April 1, 1980, the Articles have been once before amended and restated and certificate of amendment issued June 13, 1985, and,

WHEREAS, THE SHAREHOLDERS WISH TO ONCE AGAIN AMEND SAID ARTICLES OF INCORPORATION SO THAT THE SAME AS RESTATED AND AMENDED SHALL BE AND ARE:

We, the undersigned, being natural persons of full age, citizens of the United States, and Attorneys at Law duly licensed to render services as such under the laws of the State of Idaho, and being voluntarily associated for the purpose of forming a corporation and conducting corporation business under the Professional Service Corporation Act, do hereby voluntarily associate for the purpose of forming a corporation under the Professional Service Corporation Act, under and by virtue of the laws of the State of Idaho, and for that purpose do adopt the following Articles of Incorporation.

I. NAME

The name of the corporation shall be:

JOHNSON OLSON BACON, CHARTERED

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## II. PURPOSES

The general purpose of the business to be transacted by this corporation is to engage in every phase and aspect of the business of rendering professional services to the public which lawyers and attorneys at law, duly licensed under the laws of the State of Idaho, are authorized to render, and to invest funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional service; to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

The foregoing shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of the specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

### III. CAPITAL STOCK

The capitalization of this corporation shall be One Hundred Thousand Dollars; total number of authorized shares is One Thousand (1,000) shares; par value of each share is One Hundred Dollars; and all shares shall be of the same class and value and have the same voting and other rights. All of the stock issued shall be fully paid and nonassessable. None of the shares of this corporation may be issued to anyone other than an individual licensed to practice law in the State of Idaho.

### IV. DURATION

The duration of this corporation shall be perpetual.

### V. PRINCIPAL PLACE OF BUSINESS

and

### REGISTERED AGENT

The location and post office address of the registered offices of this corporation shall be Spaulding Building, Pocatello, Idaho 83204, and said principal place of business being in Bannock County, Idaho, and, the name of the Registered Agent at said address is:

Charles Johnson, III

### VI. SHAREHOLDERS and DIRECTORS

The name, post office address and number of shares subscribed to the shareholders who are lawyers and attorneys at law, duly licensed under the laws of the State of Idaho to render services as such, are as follows:

L. Charles Johnson  
Spaulding Building  
P.O. Box 1725  
Pocatello, Idaho 83204      105 shares

Charles Johnson, III  
Spaulding Building  
P.O. Box 1725  
Pocatello, Idaho 83204      55 shares

William F. Bacon  
Spaulding Building  
P.O. Box 1725  
Pocatello, Idaho 83204      31 shares

Jack Robison  
Spaulding Building  
P.O. Box 1725  
Pocatello, Idaho 83204      52 shares

Jesse C. Robison  
P.O. Box 967  
405 West Whitman  
Pocatello, Idaho 83204-0967 31 shares

The name and address of the current directors are as follows:

L. Charles Johnson  
Spaulding Building  
P.O. Box 1725  
Pocatello, Idaho 83204      Director

Charles Johnson, III  
Spaulding Building  
P.O. Box 1725  
Pocatello, Idaho 83204      Director

William F. Bacon  
Spaulding Building  
P.O. Box 1725  
Pocatello, Idaho 83204      Director

#### VII. VOTING

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares

## VIII. SHAREHOLDER QUALIFICATIONS

This corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed to practice law in the State of Idaho. No shareholder shall transfer shares except to a duly licensed lawyer in the State of Idaho. If any officer, shareholder, agent or employee of this corporation should become legally disqualified to practice law within the State of Idaho, 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, such corporation.

## IX. CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a part to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any director of this corporation is a party in any way connected with such person, firm or corporation, and every person who may become a director of this corporation is hereby relieved from any

liability that might otherwise exist from contracting with this corporation for the benefit of itself or any firm, association, or corporation, in which he may be in any way interested.

#### X. LIMITATIONS ON TRANSFER OF SHARES

The shareholders of this corporation shall have power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, provisions regarding the proposed sale, transfer or disposition of any of the outstanding shares of this corporation by any of the shareholders, or in the event of the death of any of the shareholders. The matter and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written on the certificate evidencing ownership of such stock. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation. If any shareholder becomes legally disqualified as in these Articles provided, such shareholder's shares shall become subject to purchase by this corporation or by other existing shareholders herein accordance with the By-Laws adopted by the shareholders.

#### XI. ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of, the general

powers conferred by the laws of the State of Idaho and the purposes and objects hereinabove stated, this corporation shall have, all and singular, the following powers:

this corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interests or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has direct or incidental authority to pursue;

this corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues or any type of stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such stock;

this corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. a pension plan,
2. a profit sharing plan,
3. a stock bonus plan,
4. a thrift and savings plan,
5. a restricted stock option plan,
6. a medical payment plan for employees, and
7. other retirement or incentive compensation plans.

XII. AMENDMENT

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by a vote representing a majority of the outstanding capital stock of the corporation.

IN WITNESS WHEREOF, three shareholders representing 191 shares of 274 issued and outstanding shares, have executed these Articles of Incorporation this 23rd day of February, 1989.

L. Charles Johnson (SEAL)  
President

Bruce B. B. (SEAL)  
Secretary

Charles Johnson (SEAL)

STATE OF IDAHO )  
County of Bannock ) : ss

I, Karen Y. Snyder, a Notary Public, do hereby certify that on this 23rd day of February, 1989, personally appeared before me L. Charles Johnson, Charles Johnson, III, and William F. Bacon, who, being by me first duly sworn, declared that they are three of the five shareholders owning 191 shares of 274 issued and outstanding as in VI, page 4, in the above Amended and Restated Articles set out, and by proxy the 31 shares of Jesse C. Robison and the 52 shares of Jack Robison were voted to effectuate the name change and no other purpose, and the directors of Johnson Olson Bacon, Chartered, (before this amendment Johnson Olson Robison, Chartered) stated they signed the foregoing document as shareholders of the corporation, and that the statements therein contained are true.

Karen J. Snyder  
NOTARY PUBLIC FOR IDAHO  
Residing at Pocatello, Idaho  
My Commission Expires: 2/2/95

( SEAL )