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State of Idaho

Department of State

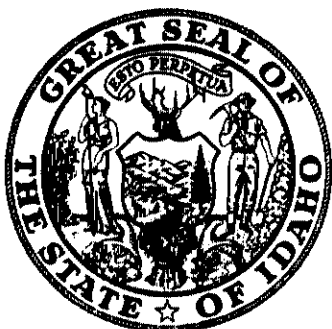
CERTIFICATE OF INCORPORATION OF

LORD & ASSOCIATES INC.

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: December 29, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ana Seikel*

ARTICLES OF INCORPORATION

OF

LORD & ASSOCIATES INC.

DEC 29 3 06 PM '93

SECRETARY OF STATE

The undersigned, acting as incorporator, desiring to form a corporation in accordance with Title 30 of the Idaho Statutes, the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be Lord & Associates Inc.

ARTICLE II. REGISTERED OFFICE

The location and address of the Corporation's initial registered office in this State is 3870 Holl Drive, Eagle, Idaho 83616, Ada County. The initial registered agent at the registered office is Stephen A. Lord.

ARTICLE III. PURPOSE

The purpose for which the Corporation is organized shall be to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, and to do those things that are necessary or proper in connection with that business.

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ARTICLE IV. DURATION

The existence of the corporation shall commence on January 1, 1994 at 8:00 a.m. and shall be perpetual.

ARTICLE V. INCORPORATOR

The name and post office address of the incorporator is:

Stephen A. Lord
3870 Holl Drive
Eagle, ID 83616

ARTICLE VI. DIRECTORS

6.01 The initial Board of Directors of the Corporation shall consist of two members. The Board at all times shall consist of all shareholders of the Corporation and no one who is not a shareholder shall be a board member. Notwithstanding the above, a director who is not a shareholder of the Corporation may be elected only upon unanimous shareholder consent.

6.02 The names and addresses of the first Board of Directors are:

Name	Address
Stephen A. Lord	3870 Holl Drive, Eagle, ID 83616
Steven Wolf	5298 N. Turret, Boise, ID 83703

6.03 Any individual director can only be removed in accordance with provision 6.01 hereinabove.

6.04 Any vacancy in the Board is not to be filled unless in

accordance with provision 6.01 hereinabove.

ARTICLE VII. SHARE STRUCTURE

7.01 The maximum number of shares that the Corporation is authorized to have outstanding is one thousand (1,000) shares, all of which shall be common shares without par value.

7.02 All shares are subject to a shareholder's agreement dated January 15, 1994, which provides restrictions on transfer and exchange of shares.

7.03 No share acquired by the Corporation shall be reissued and must be canceled upon acquiring such share(s).

7.04 The Board of Directors is hereby directed to distribute all profits at the end of each year.

7.05 The Corporation elects to have preemptive rights and each common shareholder of the Corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares or securities convertible of the Corporation convertible into or carrying a right to subscribe to or acquired shares, which may be issued at any time by the Corporation irrespective of the purpose for which the stock may be issued, including, but not limited to:

- (a) shares issued to directors, officers or employees;

- (b) shares sold for consideration other than cash; and
- (c) shares issued to satisfy conversion or option rights on previously authorized sales.


ARTICLE VIII. AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute; providing however, that a vote of eighty percent (80%) of the Board is required to make any such change. Any change authorized by the holders of shares must also meet an eighty percent (80%) requirement, and such change shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value or his or her shares or any other rights of a dissenting shareholder.

ARTICLE IX. POWER

Nothing in these Articles of Incorporation shall be taken to limit the power of this Corporation.

Dated this 29th day of December, 1993.



Stephen A. Lord