

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

John T. Hawley, P.L.

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 _____

John T. Hawley, P.L.

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: May 11, 1988

Pete T. Cenarrusa

SECRETARY OF STATE

by: _____



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STATE OF
IDAHO

ARTICLES OF INCORPORATION

of

JOHN T. HAWLEY, P.A.

The undersigned natural person, more than 18 years of age, hereby establishes a professional service corporation pursuant to Idaho Code §§ 30-1301, et. seq., (the "Act") and adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is John T. Hawley, P.A.

ARTICLE II

Duration

The Corporation shall have perpetual existence.

ARTICLE III

Purposes and Powers

Section 1. The Corporation is organized solely for the purpose of conducting the practice of law only through persons qualified to practice law in the State of Idaho. Such persons shall practice the profession of law in accordance with all rules for professional conduct promulgated by the Supreme Court of the State of Idaho. The Corporation shall at all times comply with standards of professional conduct promulgated by such Court.

Section 2. The Corporation may exercise the powers and privileges now or hereafter conferred upon corporations by Idaho law only in furtherance of and subject to the limitations stated in the preceding Section 1. of ARTICLE III and without limitation to engage in the practice of law; to appear in a representative capacity as an attorney; to draw papers, pleadings, or documents,

to perform any act in connection with the legal proceedings before a federal, state, or city court or any subdivision thereof or to appear before tribunals or boards or appear before hearings or meetings of any federal, state, city, or county agency or subdivision thereof; to advise or direct others as to civil or criminal law; enforce, settle, adjust, or compromise defaults, disputes, claims; prepare, draw, assist in the preparation or drawing of any papers relating to the rights of others; and to prepare, draw, procure, assist in preparation or drawing of affidavits, contracts, agreements, deeds, wills, conveyances, mortgages, and documents of whatsoever kind.

Section 3. The Corporation shall not engage in any business other than rendering the aforementioned services, provided, however, that the Corporation may own real and personal property necessary or appropriate for rendering the type of professional service for which it is organized; may invest its funds in real estate, mortgages, stocks, bonds and any other type of investment; and may enter into contracts, appoint agents, borrow money, incur indebtedness, and do any and all other lawful things necessary or proper to the transaction of the affairs and purposes of the Corporation.

ARTICLE IV

Qualification of Shareholders

All shareholders of the Corporation shall be persons duly licensed by the Supreme Court of the State of Idaho to practice law in the State of Idaho.

ARTICLE V

Authorized Shares

Section 1. The aggregate number of shares which the

Corporation shall have authority to issue is 1,000 common shares, each having a par value of \$1.

Section 2. Dividends. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 3. Stock Nonassessable. Except to the extent provided in Section 30-1306, Idaho Code, the private property of the stockholders of this Corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for a purpose of paying expenses, conducting business, or paying debts of the Corporation.

Section 4. Voting. Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the Corporation.

Section 5. Restriction on Transfer of Shares. No shareholder of the Corporation may sell or transfer his shares except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved, at a shareholder's meeting specially called for such purpose, by a majority of the holders of the outstanding stock of the Corporation. At such shareholder's meeting, the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose.

Section 6. Liability. The shareholders of the Corporation shall be jointly and severally liable for all acts,

errors and omissions of the employees of the Corporation in rendering professional services.

ARTICLE VI

Preemptive Rights

Stockholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

ARTICLE VII

Board of Directors

The number of directors of the Corporation shall be as specified in the Bylaws. One director shall constitute the initial board, his name and address being as follows:

<u>Name</u>	<u>Address</u>
John T. Hawley	2101 Claremont Drive Boise, Idaho 83702

The President of the Corporation shall be a shareholder and director. All directors and officers of the Corporation shall only be persons so authorized to be such by the Supreme Court of the State of Idaho.

ARTICLE VIII

Management of Corporation

The business and affairs of the Corporation shall be managed by the Board of Directors.

The Board shall be authorized to manage only so much of the business and affairs of the Corporation as shall from time to time be delegated to it by the shareholders by means of Bylaws or otherwise.

Only directors and officers of the Corporation who are eligible to be shareholders shall exercise any authority with respect to professional decisions and matters relating to the practice of law.

The right to amend or repeal the Bylaws and to adopt new bylaws is reserved to shareholders.

ARTICLE IX

Address

The address of the initial registered office of the Corporation is 2101 Claremont Drive, Boise, Idaho 83702. The name of the initial registered agent at such address is John T. Hawley. The Corporation may conduct part or all of its business in the State of Idaho or any other state.

ARTICLE X

Certified Copy

A copy of these Articles and all amendments thereto in each case shall be certified by the Secretary of State.

ARTICLE XI

Name and Address of Incorporator

The name and address of the incorporator is:

Name _____

Address

John T. Hawley

2101 Claremont Drive
Boise, Idaho 83702

DATED: May 7, 1982.

John T. Hawley
John T. Hawley

STATE OF IDAHO)
) SS.
COUNTY OF ADA)

On the 7th day of May, 1982, before me, the undersigned, a Notary Public in and for said County and State, personally appeared JOHN T. HAWLEY, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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.

Virginia Cook
Notary Public in and for said
County and State