



**CERTIFICATE OF INCORPORATION
OF**

CLARENCE D. SUITER, CHARTERED

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 30, 1986



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
CLARENCE D. SUITER, CHARTERED

DEC 30 AM 11 22
SECRETARY OF
STATE

I.

The name of the corporation is Clarence D. Suiter, Chartered.

II.

The period of its duration is perpetual.

III.

The purpose of the corporation is to engage in the practice of law.

IV.

The corporation shall have authority to issue One (1) share of common stock at a par value of \$ none per share.

V.

There shall be one director of the corporation, who shall be the shareholder.

VI.

The corporation shall indemnify the director and each officer, that person's heirs, executors and administrators against expenses reasonably incurred or liability incurred in connection with any action, suit or proceeding to which the director or officer may be made a party, except in relation to matters as to which there shall be a final adjudication of liability for fraud, negligence or misconduct in the performance of duty to the corporation. In the event of a settlement before

or after action or suit, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified was not guilty of such fraud, negligence or misconduct. The foregoing right of indemnification shall not exclude other rights to which a person indemnified may be entitled.

VII.

The board of directors of the corporation may, from time to time, distribute to the corporation's shareholder in partial liquidation, out of stated capital or capital surplus of the corporation, a portion of its assets, in cash or properties, if (a) at the time the corporation is solvent; (b) such distribution would not render the corporation insolvent; (c) the distribution is not made out of capital surplus arising from unrealized appreciation of assets or re-evaluation or surplus; and (d) the distribution is identified as a distribution in partial liquidation and the amount per share is disclosed to the shareholder receiving the same concurrently with the distribution thereof.

VIII.

The registered office of the corporation is 380 West State Street, P.O. Box 99, Eagle, Idaho, 83616, and the name of its initial registered agent at the address is Clarence D. Suiter.

IX.

The board of directors shall consist of one director, whose name and address is Clarence D. Suiter, 380 West State Street, P.O. Box 99, Eagle, Idaho, 83616.

X.

The name and address of the incorporator is Clarence D. Suiter, 380 West State Street, P.O. Box 99, Eagle, Idaho, 83616.

DATED this 29th day of December, 1986.

Clarence D. Suiter
CLARENCE D. SUITER by

Nancy A. Suiter
NANCY SUITER
Attorney in Fact

STATE OF IDAHO)
) ss.
County of Ada)

On this 30th day of December, 1986, before me, a Notary Public, personally appeared NANCY SUITER, known or identified to me to be the person whose name is subscribed to the within instrument as the attorney in fact of Clarence D. Suiter, and acknowledged to me that she subscribed the name of Clarence D. Suiter thereto as principal and her own name as attorney in fact.

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

L. M. Jones
NOTARY PUBLIC for Idaho
Residing at Boise, Idaho