

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

#### PROFESSIONAL INVESTMENT CORPORATION

was filed in the office of the Secretary of State on the **First** day of **December** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ duly recorded on ~~microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for ~~perpetual existence~~ from the date hereof, with its registered office in this State located at **Idaho Falls,** in the County of **Bonneville.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **1st** day of **December**, A.D., 19**65**.

Secretary of State.

ARTICLES OF INCORPORATION  
of  
PROFESSIONAL INVESTMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, natural persons of full legal age and citizens of the United States, for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho relating to private corporations, have this day voluntarily associated ourselves together and hereby agree as follows:

ARTICLE I.

The name of this corporation shall be, and is: Professional Investment Corporation.

ARTICLE II.

This corporation shall have perpetual existence, unless the same is sooner dissolved or disincorporated pursuant to law.

ARTICLE III.

Said corporation is organized at, and the place of its principal office and general business shall be Idaho Falls, Bonneville County, Idaho, but branch places of business, each complete in itself, for the conducting and carrying on of any part of the business of the corporation, or the whole thereof, may be established at such other places, whether within or without the State of Idaho, within or without the United States of America.

ARTICLE IV.

The amount of the capital stock of this corporation shall be \$25,000.00, divided into 2,500 shares of the par value of \$10.00 per share.

ARTICLE V.

The names and post office addresses of the incorporators, each of whom is a citizen of the United States of America and of legal age, and the number of shares subscribed by each:

|                    |   |         |
|--------------------|---|---------|
| Delmer E. Simpson  | Route 3, Sunnyside Road<br>Idaho Falls, Idaho | 1 share |
| Robert B. Harrison | 305 East 25th Street<br>Idaho Falls, Idaho    | 1 share |
| Jack A. Wood, Jr.  | 976 Canyon Avenue<br>Idaho Falls, Idaho       | 1 share |
| Ralph M. Wood      | 1302 Homer Avenue<br>Idaho Falls, Idaho       | 1 share |

#### ARTICLE VI.

The purposes and objects for which this corporation is formed shall be to acquire, lease, operate, own, maintain or manage any and all types of office buildings, either for professional persons, or otherwise, together with apartment buildings and any other type of real property development, and to do all things necessary and proper in running and operating such businesses.

#### ARTICLE VII

To acquire by purchase, lease, manufacture, or otherwise, any real or personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any real or personal property deemed beneficial to the corporation and to encumber or dispose of any real or personal property at any time owned or held by the corporation; to contract with persons, firms, associations, co-partnerships, corporation and with municipal, county, state or national governmental agencies for the development of said business.

To enter into contracts or obligations of any type or kind, essential, necessary or proper to the transaction of its ordinary affairs, or for the welfare of the corporation.

To conduct business in this state or any other state or the District of Columbia, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, or convey real or personal property situated out of the State of Idaho.

To have, exercise, and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter 1, Title 30, Idaho Code, and any present or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business, and to carry into effect any and all of the aforesaid objects and purposes.

#### ARTICLE VIII.

All stock of the corporation not subscribed for shall remain in the treasury as treasury stock and may be sold and issued by the corporation at such times and for such purposes and upon such terms and conditions and to such persons as the Board of Directors may determine, including the power and authority to issue said stock, for consideration other than cash, such as for labor and services performed.

#### ARTICLE IX.

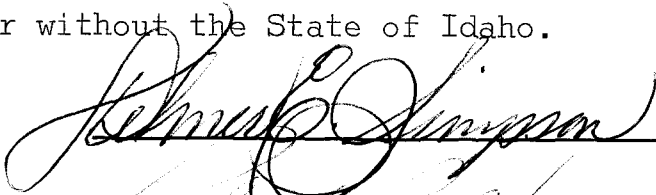
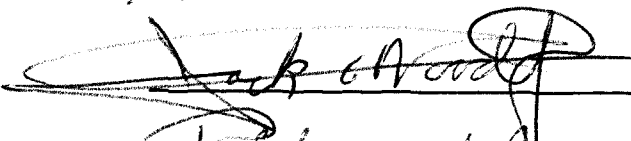
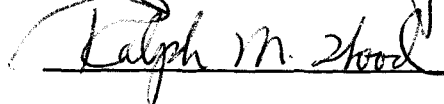
The private property of the stockholders of this corporation shall not be liable for the debts of the corporation.

#### ARTICLE X.

The power to repeal and amend the By-laws and adopt new by-laws is hereby conferred upon the Directors, as well as upon the shareholders, to be exercised by such vote of such Directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the by-laws.

#### ARTICLE XI.

All, or any, meetings of the shareholders or of the Board of Directors may be held within or without the State of Idaho.

  
Robert B. Harrison  
  
Jack A. Wood  
  
Ralph M. Wood

STATE OF IDAHO                    )  
                                      : ss.  
County of Bonneville)

On this 8th day of November, 1965, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared DELMER E. SIMPSON, ROBERT B. HARRISON, JACK A. WOOD, JR. and RALPH M. WOOD, known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

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

  
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Notary Public for Idaho  
Residing at Idaho Falls, Idaho