

94621/102822



CERTIFICATE OF INCORPORATION  
OF

WILCARN, P.A.

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: February 28, 1991



SECRETARY OF STATE

by:

FEB 28 3 19 PM '91  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
WILCARN, P.A.

The undersigned have adopted these Articles of Incorporation for the purpose of forming a professional corporation under the laws of the State of Idaho, and do hereby certify:

ARTICLE I

Corporate Name

The name of this corporation is Wilcarn, P.A.

ARTICLE II

Purpose

The general nature of the business to be transacted by the corporation shall be and is to engage in every aspect of the general practice of law as the same is now or hereafter may be defined by statute, rule and regulation.

The professional services involved in the corporation's practice of said profession may be rendered only through its officers, agents and employees who are duly authorized to practice said profession in the State of Idaho.

This corporation shall not engage in any business other than the practice of said profession. However, this corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments; and may own real and personal property necessary for the rendering of the professional services authorized hereby.

### ARTICLE III

#### Office

The registered agent of this corporation shall be Jeffrey M. Wilson and the principal place for the transaction of its business is 420 W. Washington, Boise, Idaho.

### ARTICLE IV

#### Duration

This corporation shall have perpetual existence.

### ARTICLE V

#### Capital Stock

The amount of the capital stock of the corporation shall be, and is \$5,000.00, divided into 5,000 shares. Each such share shall have a par value of \$1.00. Said stock shall be, and is, nonassessable.

### ARTICLE VI

#### Directors

The number of directors of this corporation shall be as provided by the By-Laws, and, initially this corporation shall have a board of two directors.

### ARTICLE VII

#### Board of Directors

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of

the corporation's existence or until a successor is elected and has qualified, are as follows:

Jeffrey M. Wilson

420 W. Washington  
Boise, Idaho 83702

Debrha J. Carnahan

420 W. Washington  
Boise, Idaho 83702

#### ARTICLE VIII

##### Stockholders

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice said profession in the State of Idaho and who are employees, officers or agents of this corporation. In the event that a stockholder:

(a) becomes disqualified to practice said profession in this state, or

(b) ceases to be an employee, officer or agent of this corporation, or

(c) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these articles, or by the By-Laws of this corporation, or

(d) suffers an execution to be levied upon his stock, or such stock is subjected to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder,

then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately cancelled by this corporation and the stockholder or other person in possession of such stock shall be entitled only to receive payment for the value of such stock, which value shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The stockholder whose stock so become forfeited and is cancelled by the corporation shall forthwith cease to be an employee, officer, director or agent of the corporation and, except to receive payment for his stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to said stockholder by the corporation, such stockholder shall then and thereafter have no further financial interest of any kind in this corporation.

#### ARTICLE IX

##### Death of Stockholder

Upon the death of a stockholder his stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the By-Laws of this corporation, in a manner consistent with law and these articles.

## ARTICLE X

### Sale of Stock

No stockholder of this corporation may sell or transfer any of such stockholder's shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice said profession in the State of Idaho and then only after the proposed sale or transfer shall have been first approved at a stockholders' meeting specifically called for such purpose, by such proportion, of the outstanding stock, excluding the shares of stock proposed to be sold or transferred, as may be provided from time to time in the By-Laws. In such stockholders' meeting, the shares of stock proposed to be sold or transferred may not be voted or counted for any purposed.

The corporation's shareholders are specifically authorized from time to time to adopt By-Laws not inconsistent herewith restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

## ARTICLE XI

### Regulation of Business

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and conduct of the affairs of the corporation:

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation, except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the By-Laws as constituted by time to time, expressly conferred upon or reserved to the stockholders.

2. The corporation shall have such officers as may from time to time be provided in the By-Laws, and such officers shall be designated in such manner and shall hold offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors, subject to the By-Laws.

3. No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interest in or is a member, director or officer or are members, directors or officers of such firm or corporation, and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm association or corporation shall be affected or invalidated by the fact that any director or directors of the

corporation is a part or are parties to or interest in such contract, act or transaction, or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interest; provided, however, that no shareholder, director or officer may be simultaneously an officer, director or shareholder of any other professional corporation.

#### ARTICLE XII

##### Subscribers

The amount of the capital stock actually subscribed is 500 shares each by the persons whose names are herein set forth:

Jeffrey M. Wilson	420 W. Washington Boise, Idaho 83702
Debrha J. Carnahan	420 W. Washington Boise, Idaho 83702

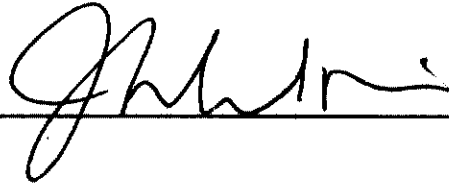
#### ARTICLE XIII

##### Amendments

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.



IN WITNESS WHEREOF, the subscribed have signed these Articles  
of Incorporation this 31 day of January, 1991.


  
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STATE OF IDAHO,           )  
                              : ss.  
County of Ada.           )

On this 31st day of ~~February~~ <sup>January</sup>, 1991, before me, the undersigned, a Notary Public in and for said state, personally appeared JEFFREY M. WILSON, known and identified to me to be the person whose name is subscribed to the within 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.

(SEAL)

  
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Notary Public for Idaho  
Residing at Emmett, Idaho  
Commission expires 6-7-91