



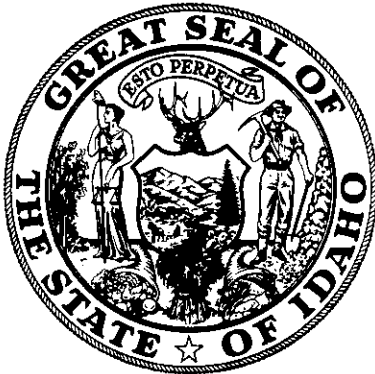
**CERTIFICATE OF INCORPORATION
OF**

JARMAN & TRANMER, 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 3, 1986



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

1 Articles of Incorporation

2 of

3 Jarman & Tranmer, P.A.

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4 The undersigned natural persons, each more
5 than 18 years of age, hereby establish a professional
6 service corporation pursuant to the provisions of
7 Title 30, Chapter 13 of the Idaho Code, and adopt
8 the following Articles of Incorporation:

9 1. **Name.** The name of the Corporation is JARMAN
10 & TRANMER, P.A.

11 2. **Duration.** The Corporation shall have
12 perpetual existence.

13 3. **Purpose and powers.** (a) The Corporation
14 is organized solely for the purpose of conducting
15 the practice of law only through persons qualified
16 to practice law in the State of Idaho. Such persons
17 shall practice the profession of law in accordance
18 with all rules for professional conduct promulgated
19 by the Supreme Court of the State of Idaho. The
20 Corporation shall at all times comply with standards
21 of professional conduct promulgated by such court.

1 (b) The Corporation may exercise the powers
2 and privileges now or hereafter conferred upon
3 corporations by Idaho law only in furtherance of and
4 subject to the limitations stated in the preceding
5 paragraph designated 3(a).

6 4. **Qualification of shareholders.** All
7 shareholders of the Corporation shall be persons duly
8 licensed by the Supreme Court of the State of Idaho
9 to practice law in the State of Idaho. They shall
10 also be individuals who, except for time spent for
11 illness, accident, in the armed services, on vacations,
12 and on leaves of absence not to exceed one year, are
13 actively engaged in the practice of law in the offices
14 of the Corporation. All shares of any shareholder
15 who ceases to be eligible to be a shareholder of the
16 Corporation shall be sold or transferred in accordance
17 with the provisions of paragraph 7.

18 5. **Authorized shares.** The aggregate number
19 of shares which the Corporation shall have authority
20 to issue is 500 common shares, each having a par
21 value of \$100.00.

1 **6. Voting.** Each shareholder of record shall
2 have one vote for each share of stock standing in
3 his name on the books of the Corporation. Cumulative
4 voting for the election of directors is not permitted.

5 **7. Purchase or transfer upon eligibility.**
6 Within 30 days after any shareholder ceases to be
7 eligible to be a shareholder, the Corporation shall
8 purchase all of the shares he owns or such shares
9 shall be transferred to a qualified person as described
10 in Article 4. The price to be paid by the Corporation
11 and the schedule of payments shall be as specified
12 in the Bylaws, and if no price or schedule is so
13 specified, the price shall be the pro rata net book
14 value thereof as of the last day of the month preceding
15 the date of purchase and payment shall be made in
16 cash against receipt of the shares.

17 **8. Liability.** The shareholders of the
18 Corporation shall be jointly and severally liable
19 for all acts, errors and omissions of the employees
20 of the Corporation.
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1 9. **Initial directors.** Two directors shall
2 constitute the initial board, their names and addresses
3 being as follows:

| 4 NAME | ADDRESS |
|--------------------|--|
| 5 Ronald J. Jarman | 419 North 11th Pocatello, Idaho 83201 |
| 6 A. Dean Tranmer | 1207 East Elm Pocatello, Idaho 83201 |

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8 The President of the Corporation shall be a
9 shareholder and director. All other officers and
10 directors of the Corporation to the extent possible
11 shall be persons eligible to be shareholders.

12 10. **Management of corporation.** The business
13 and affairs of the Corporation shall be managed by
14 the shareholders of the Corporation and the Board of
15 Directors.

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

20 Only directors and officers of the Corporation
21 who are eligible to be shareholders shall exercise
22 any authority with respect to professional decisions
23 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.

11. **Address.** The address of the initial registered office of the Corporation is 123 North Main, Pocatello, Idaho. The name of its initial registered agent at such address is Ronald Jarman. The Corporation may conduct part or all of its business in any other part of Idaho.

12. **Certified copy.** A copy of these Articles and all amendments thereto in each case certified by the the Secretary of State shall be filed with the Clerk of the Supreme Court of the State of Idaho.

13. Names and addresses of incorporators.

The name and address of each incorporator are:

| NAME | ADDRESS |
|------------------|--|
| Ronald J. Jarman | 419 North 11th Pocatello, Idaho 83201 |
| A. Dean Tranmer | 1207 East Elm Pocatello, Idaho 83201 |

DATED 1/30/, 1986.


Ronald Jarman
Ronald J. Jarman

A. Dean Tranmer
A. Dean Tranmer

1 STATE OF IDAHO,)
2 County of Bannock) :ss

3 On this 31st day of January, 1986,
4 before me, the undersigned, A Notary Public in and
5 for said State, personally appeared RONALD J. JARMAN,
6 and A. DEAN TRANMER, known to me to be the persons
7 whose names are subscribed to the foregoing instrument,
8 and acknowledged to me that they executed the same.

9 IT WITNESS WHEREOF, I have hereunto set my
10 hand and affixed my official seal the day and year
11 in this certificate first above written.

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15 NOTARY PUBLIC FOR IDAHO
16 Residing at: Pocatello
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