



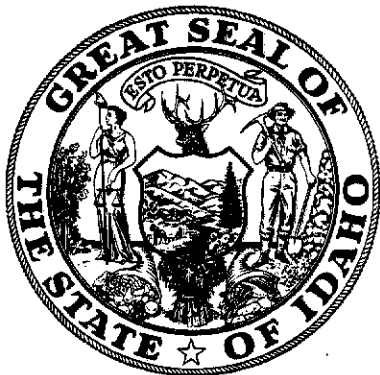
**CERTIFICATE OF INCORPORATION
OF**

JOHN D. ROSS III, 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: April 25, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Hawley*

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ARTICLES OF INCORPORATION

OF

JOHN D. ROSS III, CHARTERED

The undersigned, acting as incorporator of a professional corporation under the Professional Service Corporation Law of the State of Idaho, adopts the following Articles of Incorporation for such professional corporation:

FIRST: The name of this corporation is JOHN D. ROSS III, CHARTERED.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is:

To engage in every phase and aspect of the business of rendering all professional services to the public that an attorney at law, duly licensed under the laws of the State of Idaho is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Idaho to practice law therein.

To invest the funds of this corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

To do all necessary and proper for the accomplishment for any of the purposes or the attaining of any of

1. ARTICLES OF INCORPORATION OF
JOHN D. ROSS, III, CHARTERED
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the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation and any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other incorporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

The foregoing shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000 with a par value of \$100.00 per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Idaho.

FIFTH: This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any issues of any type stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe any such stock.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are as stated in the by-laws.

SEVENTH: The address of the initial registered office of the corporation is 123 North Main Street, Pocatello, Idaho 83204, and the name of its initial registered agent at such address is John D. Ross, III.

EIGHTH: The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders.

NINTH: The name and address of the person to serve as the initial director of the corporation is John D. Ross, III, 123 North Main, Pocatello, Idaho.

TENTH: The name and address of the incorporator is John D. Ross, III, 123 North Main, Pocatello, Idaho.

ELEVENTH: No shareholders of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of the shares of this corporation.

TWELFTH: The shareholders of this corporation shall have the power to include in the by-laws, adopted by a two-thirds majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be

determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless notice of the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation, by reason of his or her qualification to practice law in the State of Idaho, and such sale or transfer may be made only after the same shall have been approved at a stockholders meeting specially called for such purpose. If any shareholder becomes legally disqualified to practice law in the State of Idaho, or is elected to a public office, or accepts employment that places restrictions or limitations upon his or her continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the by-laws adopted by the shareholders.

THIRTEENTH: This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his or her shares, in accordance with the by-laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

FOURTEENTH: This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the by-laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.


Dated this 11th day of April, 1988.


JOHN D. ROSS, III
Incorporator

STATE OF IDAHO)
 : ss
County of Bannock)

On this 11th day of April, 1988, before me, a Notary Public in and for said state, personally appeared JOHN D. ROSS, III, 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.


Notary Public for Idaho
Residing at Pocatello