

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

WM. H. FOSTER, CHARTERED

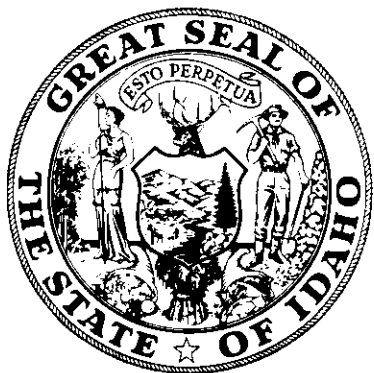
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

WM. H. FOSTER, CHARTERED

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 8, 1985**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

of

WM. H. FOSTER, CHARTERED

ARTICLE I.

The name of the Corporation is Wm. H. Foster, Chartered.

ARTICLE II.

This corporation is a professional corporation within the meaning of the "Professional Service Corporation Act", and its existence shall be perpetual.

ARTICLE III.

The purpose of this corporation is to engage in the practice of law; to appear in a representative capacity as an attorney; to draw papers, pleadings, or document, to perform any act in connection with the legal proceeding before a federal or state court or any subdivision thereof or any federal, state or municipal administrative body or tribunal, or private arbitrator; to advise or direct others as to the civil or criminal law; enforce, settle, adjust or compromise defaults, dispute claims, prepare, draw, assist in the preparation or drawing of any papers relating to the rights of others; to prepare, draw, procure, assist in preparation or drawing of affidavits, deeds, wills, conveyances and mortgages and to engage in such other businesses as may be authorized or permitted by Idaho law.

ARTICLE IV.

The principal office for the transaction of business of the Corporation and its registered office is 323 West Main, Grangeville, Idaho County, Idaho 83530.

ARTICLE V.

There shall be at least one, but not more than five directors of the Corporation.

The name and address of the person who is appointed to act

as the first director of the Corporation and its registered agent is as follows:

WM. H. FOSTER  
303 South Florence  
Grangeville, ID 83530

ARTICLE VI.

No director of the Corporation shall be deemed to have duly qualified as such unless he shall be the holder of record of one or more of the voting shares of the corporation entitled to voting power. Should any director of the Corporation cease to hold of record one or more shares, his office as director shall be vacant.

ARTICLE VII.

The aggregate number of shares which the corporation shall have authority to issue is 500 shares to consist of 100 preferred shares at a par value of \$40.00 each, and 400 common shares with a par value of \$10.00 each.

ARTICLE VIII.

The designations, relative rights, preferences and limitations of the shares of each class are as follows:

(a) The entire voting power of the corporation shall be vested in the common shareholders and each share of issued and outstanding common stock shall be entitled to one vote;

(b) The preferred shares all entitle the holder thereof to receive out of the surplus of the corporation a non-cumulative dividend at the rate of 10% per annum payable annually before any dividends shall be set apart or paid on the common stock for such year, and the remainder of the surplus or net earnings shall be available for the payment of dividends to the common shareholders only, as and when the Board of Directors determines;

(c) In the case of liquidation, dissolution or distribution of the assets of the corporation, the holders of the preferred shares shall be paid the par value of such

preferred shares before any amount shall be paid to the holders of common shares. After payment of the par value of the preferred shares to the holders of such shares, the balance of the assets shall be distributed wholly among the holders of common shares in proportion to their holdings.

No unissued shares of the corporation shall be disposed of by the corporation to any person other than a person or persons licensed to practice law by the State Bar Association. Any sale or issuance by the corporation must be authorized by the Board of Directors and approved by a two-thirds vote of the issued and outstanding shares of the corporation and at such price as may be approved by such two-thirds vote.

#### ARTICLE IX.

Wm. H. Foster is designated as the agent of the corporation upon whom process against it may be served.

#### ARTICLE X.

Within thirty days after any shareholder ceases to be eligible to be a shareholder, the corporation shall purchase all of the shares he owns or such shares shall be transferred to a qualified person as described herein. The price to be paid by the corporation and the schedule of payments shall be specified, the price shall be pro rata net book value thereof as of the last day of the month preceeding the date of purchase and payment shall be made in cash against receipt of the shares.

#### ARTICLE XII.

Subject to such restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall exercise 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 Articles of Incorporation or amendment thereto or by Bylaws as constituted from time to time expressly conferred upon or reserved to the shareholders.

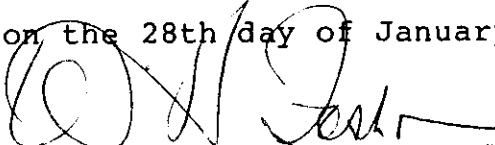
ARTICLE XIII.

The Board of Directors of the corporation shall have power without the assent or vote of the shareholders to adopt, alter, amend or repeal the Bylaws of the corporation, but the affirmative vote of a majority of the Board of Directors shall be necessary to adopt such Bylaws or to effect any alteration, amendment or repeal thereof. All provisions for the regulation of the business and management of the affairs of the corporation shall be stated in the Bylaws.

ARTICLE XIV.

The meetings of shareholders of the corporation shall be held at such place, within or without the State of Idaho, as may be specified in the respective notices or waivers of notice thereof or as specified in the Bylaws.

IN WITNESS WHEREOF we have hereunto signed and acknowledged these Articles of Incorporation the 28th day of January, 1985.

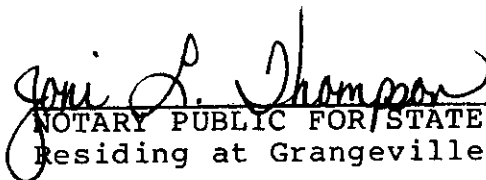


WM. H. FOSTER, Incorporator

STATE OF IDAHO     )  
                              : ss.  
County of Idaho    )

BE IT REMEMBERED that on this 28th day of January, 1985, personally appeared before me WM. H. FOSTER, party to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to him the contents of said certificate, and he did severally acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposes that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year hereinabove first written.



NOTARY PUBLIC FOR STATE OF IDAHO  
Residing at Grangeville, therein