



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

DIAL, LOOZE & MAY 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: October 5, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Manley*

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ARTICLES OF INCORPORATION

FOR

DIAL, LOOZE & MAY CHARTERED

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being natural persons of full age, and citizens of the United States, and residents of the State of Idaho, do hereby under the laws of the State of Idaho form a Professional Corporation.

ARTICLE I

The name of the Corporation shall be Dial, Looze & May Chartered.

ARTICLE II

The purposes for which the Corporation is formed are all those permitted by the laws of the State of Idaho, and include but are not limited to:

1. To carry out and conduct the practice of law through individuals authorized by law to render such services.

2. Incident to and in furtherance of the above purposes, the Corporation may:

A. To sue and be sued, complain and defend, in its corporate name.

B. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

C. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

D. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

E. To lend money and use its credit to assist its employees.

F. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

G. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

H. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

I. To conduct its business, carry on its operations and have offices and exercise the powers granted by the State of Idaho, within or without this State.

J. To elect or appoint Officers and agents of the corporation, and define their duties and fix their compensation.

K. To make and alter bylaws, not inconsistent with its Articles of Incorporation, or with the laws of this State, for the administration and regulation of the affairs of the corporation.

L. To make donations for the public welfare or for charitable, scientific or educational purposes.

M. To transact any lawful business which the board of Directors shall find will be in aid of or benefit the Corporation.

N. To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and other incentive plans for any or all of its Directors, Officers and employees.

O. To be a promoter, partner, member, associate,

or manager of any partnership, joint venture, trust or other enterprise.

P. To have and exercise all powers necessary or convenient to effect its purposes.

Q. The objects, as specified herein, shall be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles, shall be regarded as independent objects, purposes, and powers. They shall not be held to limit the general powers, now, or hereafter conferred, on this Corporation by the statutes of the State of Idaho.

ARTICLE III

The period for the duration of the existence of this Corporation is perpetual.

ARTICLE IV

The amount of the total authorized capital share of the Corporation is \$50,000 consisting of 50,000 shares of nonassessable common share at the par value of \$1 per share.

ARTICLE V

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address are:

John K. Looze
216 W. Whitman
Pocatello, ID 83204

The initial mailing address of the Corporation is:

Dial, Looze & May
P.O. Box 370
Pocatello, ID 83204

ARTICLE VII

The number of Directors shall be as set out in the By-Laws of the Corporation. The names, street and mailing addresses of the initial Directors, who shall serve until the first annual meeting of the shareholders, are:

Thomas F. Dial
1871 Anita Place
Pocatello, ID 83201

John K. Looze
157 S. Lincoln Ave.
Pocatello, ID 83201

Gregory C. May
1787 Derby
Pocatello, ID 83201

ARTICLE VIII

The shareholders of the Corporation may adopt By-Laws restraining the alienation of shares of the Corporation and providing for the repurchase or redemption, by the Corporation, of its shares.

ARTICLE XI

The Corporation may not issue or allow the transfer of any of its shares to anyone other than an individual who is duly licensed, or otherwise legally authorized, to render the same specific professional services as those stated in paragraph 1 of Article II hereof.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, we, the undersigned, being the Incorporators of this Corporation, have executed these Articles of Incorporation on this 30th day of September, 1987, and further certify that the initial Incorporators and the Directors are duly licensed to practice law within the State of Idaho.


THOMAS F. DIAL


JOHN K. LOOZE


GREGORY C. MAY