



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

ARNOLD & SMITH D. C., INC.

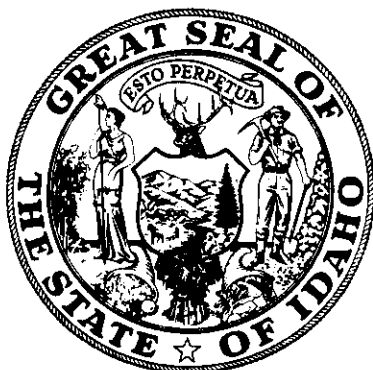
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

ARNOLD & SMITH D. C., INC.

, 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 June 26, 19 81.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

JUN 26 9 00 AM '81  
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

ARNOLD & SMITH D. C., INC.

We, the undersigned, being two (2) natural persons of full age, all citizens of the United States or of its territories or possessions, have this day voluntarily associated ourselves for the purpose of forming a private corporation under the laws of the State of Idaho and to that end hereby adopt these Articles of Incorporation as follows:

ARTICLE ONE

NAME OF CORPORATION

The name of the Corporation is ARNOLD & SMITH D. C., INC.

ARTICLE TWO

PURPOSE OF INCORPORATION

The nature of the business and the objects and purposes to be transacted, promoted, and carried on by the Corporation are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world as follows:

To transact any or all lawful business for which corporations may be incorporated under the "Idaho Business corporation Act" as it is presently constituted or may hereinafter be amended.

### ARTICLE THREE

#### DURATION

The duration of the Corporation is perpetual.

### ARTICLE FOUR

#### REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of the Corporation shall be Douglas J. Smith and the initial registered office shall be located at 56 Professional Plaza, Rexburg, Idaho 83440.

### ARTICLE FIVE

#### STOCK

The total number of par value shares which the Corporation shall have authority to issue is 100,000 shares each having a par value of \$1.00 the aggregate par value of the total authorized number of par value shares is \$100,000.00. There are no authorized shares without par value.

The stock of the Corporation is divided into 100,000 shares of a single class, each share having equal rights and each share having (1) vote. All stock when fully paid for shall be non-assessable.

### ARTICLE SIX

#### BOARD OF DIRECTORS & BYLAWS

The Corporation shall have the power to establish a Board of Directors and adopt appropriate Bylaws. The duties of the Board of Directors and its officers shall be established by the Bylaws of the Corporation. The Board of Directors shall

have the authority to amend the Bylaws of the Corporation by a vote of the majority of the Board of Directors. However, the Board of Directors shall not have the power to sell the business nor to sell a significant part of the Corporation assets without first obtaining the approval of two-thirds (2/3) of the shareholders in the Corporation. Each member of the Board of Directors need not be a share holder of the Corporation.

#### ARTICLE SEVEN

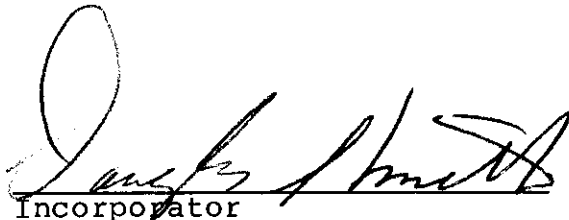
#### INCORPORATORS

The name and post office address of each of the incorporators and the number of shares for which each has subscribed are:

<u>Name</u>	<u>Address</u>
Douglas J. Smith	56 Professional Plaza Rexburg, Idaho 83440
James B. Arnold	104 Douglas Circle Pisgah Forest, N.C.

Until such time as an election can be held, the above named incorporators shall constitute the Board of Directors.

Executed in duplicate this       day of June, 1981.

  
Incorporator

James B Arnold  
Incorporator

STATE OF IDAHO                    )  
  :SS  
COUNTY OF MADISON            )

On this 19 day of June, in the year of 1981, before me, a Notary Public in and for said State, personally appeared DOUGLAS J. SMITH and JAMES B. ARNOLD, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

John Cleaves  
Notary Public  
Residing In: Asplund, Id  
My Commission Expires: 9/20/82