



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

M. BRENT MORGAN, P.C., 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: January 11, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Clayton M. Zavala

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ARTICLES OF INCORPORATION

of

M. BRENT MORGAN, P.C., CHARTERED

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, who is duly licensed to practice law in the State of Idaho, desires to form a professional corporation pursuant to Sections 13-1301, et. seq. of the Idaho Code, known as the Professional Service Corporation Act, for the purpose of rendering legal services, and adopts the following Articles of Incorporation for such corporation.

ARTICLE I Name: The name of this corporation is:

M. Brent Morgan, P.C., Chartered

ARTICLE II. Purposes and Powers:

This corporation is organized for the following purposes:

1) To engage in the practice of law as a professional law corporation and to carry on services incidental thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

2) To own property and to enter into contracts and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

3) The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom have been admitted to the bar of, and is duly authorized to practice law in the State of Idaho.

ARTICLE III. Principal Office: The post office address of the principal office of the corporation in the State of Idaho is P.O. Box 4189, 850 E. Center, Suite D, in the City of Pocatello, County of Bannock, State of Idaho, 83205.

ARTICLE IV. Incorporator: The name and post office address of the incorporator for this corporation is: M. Brent Morgan, P.O. Box 4189, 850 E. Center, Suite D, Pocatello, Idaho, 83205.

ARTICLE V. Director: The corporation shall be governed by a board consisting of no less than one (1) and no more than five (5) directors. Directors shall be stockholders in the corporation and shall be elected by the stockholders.

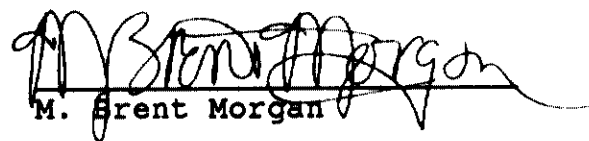
The number of directors constituting the initial board of directors is one (1) and the name and post office address of the person who shall serve as director until his successor or successors are elected and qualified is: M. Brent Morgan, P.O. Box 4189, 850 E. Center, Suite D, Pocatello, Idaho, 83205.

ARTICLE VI. Capitalization: The aggregate number of shares of stock that the corporation is authorized to issue is one hundred (100) shares, which shares shall be common stock having a par value of One Dollar (\$1.00) per share. Stock shall be issued only to persons licensed to practice law in the State of Idaho.

ARTICLE VII. Duration: The duration of the corporation shall be perpetual.

ARTICLE VIII. Agent for Service of Process. M. Brent Morgan is hereby designated as the agent of the corporation upon whom process against it may be served. Such agent may be served at P.O. Box 4189, 850 E. Center, Suite D, City of Pocatello, County of Bannock, State of Idaho.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Pocatello, Idaho, on the 8th day of January, 1991.


M. Brent Morgan

STATE OF IDAHO

COUNTY OF BANNOCK

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On this 8th day of January, 1991, before me, a
Notary Public in and for said County and State, personally
appeared M. Brent Morgan, 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.

Dublin Hanstrom
Notary Public for Idaho
Residing at Pocatello, ID
My Commission Expires: 12/1992