

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

RONALD L. WILLIAMS, P.C.  
File number C 112395

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 19, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Cara Seikel*

**ARTICLES OF INCORPORATION  
OF  
RONALD L. WILLIAMS, P.C.**

Oct 19 3 17 PM '95  
SECRETARY OF STATE  
STATE OF IDAHO

**THE UNDERSIGNED**, acting as incorporator of a corporation under the Idaho Professional Service Corporation Act, adopts the following Articles of Incorporation for such corporation:

**FIRST**

The name of the corporation is **RONALD L. WILLIAMS, P.C.**

**SECOND**

The period of its duration is perpetual.

**THIRD**

The corporation is organized for the sole and specific purpose of rendering professional legal services within the state of Idaho and for no other purpose, as provided by Idaho Code Section 30-1307.

**FOURTH**

The aggregate number of shares which the corporation shall have authority to issue is 1,000 with a par value of \$1.00 per share.

**FIFTH**

Only individuals who are licensed to practice law in the state of Idaho may be shareholders of the corporation. Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

**SIXTH**

The location of the initial registered office of the corporation is Suite 206, the Idaho Building, 707 W. Bannock, Boise, Idaho, 83702, and the name of its initial registered agent at such address is Ronald L. Williams.

IDAHO SECRETARY OF STATE

10/16/95 9:00:00 AM  
Customer # 44413  
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CORPORATION PROFIT

1 @ 100.00 = 100.00

### **SEVENTH**

The number of directors constituting the initial Board of Directors is one (1) who is Ronald L. Williams and Ronald L. Williams shall serve until the first annual meeting of the shareholders and until his successor is elected and qualified.

### **EIGHTH**

The name and address of the incorporator is Ronald L. Williams whose address is Suite 206, the Idaho Building, 707 W. Bannock, P.O. Box 2128, Boise, Idaho, 83702.

### **NINTH**

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by a majority vote of the shareholders.

### **TENTH**

A director of this corporation shall not be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty of this corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 30-1-48, Idaho Code, or (d) for any transaction from which the director derived an improper personal benefit. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, so as amended. Any repeal or modification of this Article Eleventh by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of October, 1994.

  
Ronald L. Williams