

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

JOHN R. TOPP, ATTORNEY AT LAW, P.A.

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 05, 1990



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *Elizabeth M. Spaldin*  
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ARTICLES OF INCORPORATION

OF

JOHN R. TOPP, ATTORNEY AT LAW, P.A.

90 OCT 5 AM 8 52

AN IDAHO CORPORATION

The undersigned hereby establishes a Professional Service Corporation pursuant to the statutes of Idaho and adopts the following Articles of Incorporation:

1. NAME. The name of the corporation is JOHN R. TOPP, ATTORNEY AT LAW, P.A. (a professional corporation).

2. DURATION. The Corporation shall have perpetual existence.

3. PURPOSE. The Corporation is organized solely for the purpose of conducting the practice of law through persons qualified to practice law in the State of Idaho. Such persons shall practice the profession of law in accordance with all rules for professional conduct promulgated by the Supreme Court of the State of Idaho. The Corporation shall at all times comply with standards of professional conduct promulgated by such Court. The Corporation shall be authorized to associate with other persons or corporations authorized to practice law in the State of Idaho.

4. POWERS. The Corporation may exercise the powers and privileges now or hereafter conferred upon corporations by Idaho law only in furtherance of and subject to the limitations stated

5. QUALIFICATIONS OF SHAREHOLDERS. All shareholders of the Corporation shall be persons licensed by the Supreme Court of the State of Idaho to practice law in the State of Idaho. They shall also be individuals who, except for time spent for illness, accident, in the armed services, on vacation, and on leave of absence not to exceed one year, are actively engaged in the practice of law in the office of the Corporation. All shares of any shareholder who ceases to be eligible to be a shareholder of the Corporation shall be sold or transferred in accordance with these Articles or the By-Laws and Resolutions of the Corporation.

6. AUTHORIZED SHARES. The aggregate number of shares which the Corporation shall have authority to issue is 100 common shares, all of one class. No par value is attached to the shares. Each share is entitled to one (1) vote.

7. PURCHASE OR TRANSFER UPON INELIGIBILITY. Within thirty (30) 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 in paragraph 5 hereof.

8. REGISTERED AGENT AND ADDRESS. The address of the Corporation's initial registered office and the name of its initial registered agent at such address is:

JOHN R. TOPP  
1323 Michigan  
Sandpoint, Idaho 83864

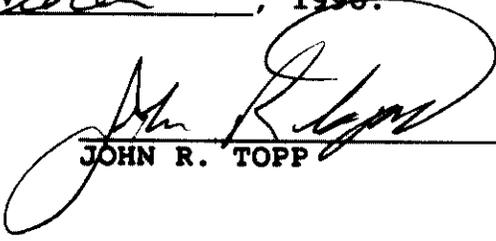
9. INITIAL DIRECTOR. One director shall constitute the initial Board of Directors. His name and address is as follows:

JOHN R. TOPP  
1323 Michigan  
Sandpoint, ID 83864

10. INCORPORATOR. One party shall be the initial Incorporator of the Corporation. His name and address is as follows:

JOHN R. TOPP  
1323 Michigan  
Sandpoint, ID 83864

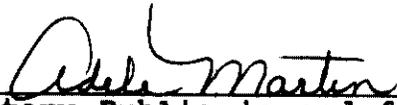
These foregoing Articles of Incorporation are dated and executed this 2nd day of October, 1990.

  
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JOHN R. TOPP

STATE OF IDAHO                    )  
  )  
County of Bonner                 )        ss.

On this 2nd day of October, 1990, before me the undersigned, a Notary public in and for the State of Idaho, personally appeared JOHN R. TOPP, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate last above written.

  
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Notary Public in and for Idaho  
Residing at Sandpoint therein  
My commission expires: 11-4-91