



**CERTIFICATE OF INCORPORATION
OF**

G.L., INC., 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: **November 7, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Lucy J. Clark*

ARTICLES OF INCORPORATION

of

G.L., Inc., Chartered

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SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being a natural person or persons of full age and citizen or citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be G.L., Inc., Chartered

ARTICLE II

This corporation shall be perpetual in existence.

ARTICLE III

The purposes for which said corporation is formed are:

A. To engage in the business of practicing law, and all related activities in any way appertaining thereto including but not limited to each of the aforesaid and each of the following purposes, as limited by Idaho Code Title 30 Chapter 13.

B. To act as a contractor for legal business, and the doing of any and all other business and contracting incidental thereto or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance thereof.

C. To enter into contracts or obligations of any type or kind essential, necessary, convenient or proper to the transaction of its ordinary business affairs, or for any of the

objects and purposes of the corporation.

D. To acquire by purchase or lease, or otherwise, real property and interests in real property so acquired. To erect or cause to be erected on any real property owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, repair or improve any buildings or other structures now or hereafter erected on any real property so owned, held or occupied. To mortgage, pledge, sell, lease or otherwise dispose of any real property or interests in real property and in buildings or other structures at any time owned or held by the corporation.

E. To receive, acquire, hold, purchase, dispose of, convey, mortgage, pledge, and lease personal property. To dispose of, sell, lease and assign, transfer, mortgage or convey any rights, privileges, franchises, or other personal property of the corporation other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge, or otherwise dispose of and deal in shares of stock, or bonds, securities and debentures and other evidences of indebtedness of itself.

F. To cause to be formed, merged or reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law, the formation, merger, reorganization or liquidation of any corporation, association or entity domestic or foreign, either within or without the United States of America.

G. To generally engage in the business of buying, selling, or otherwise dealing in notes, open accounts or other similar

evidences of debt, and any and all other forms of real, personal or mixed property choses in action. To receive and accept transfers, pledges, mortgages, and conditional sales contracts and to deal with the same as owner, lender, assignee, factor, or otherwise as a means of security or of recovering money or property advanced, invested or loaned. To conduct investigations and credit or business researches; and to repossess by legal process or otherwise for the enforcement of any property rights, liens, or interest in property.

H. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue loans, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable or non-negotiable, and whether secured or unsecured.

I. To conduct business in this state, other states, the District of Columbia, territories or colonies of the United States and in foreign countries, and to acquire, receive, purchase, lease, mortgage, dispose of and convey real or personal property situated therein.

J. To purchase, insofar as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold, pledge and reissue shares of its own capital stock; provided that such stock, while so acquired and held, shall not be entitled to vote nor to receive dividends.

K. To have, exercise and enjoy all of the powers now or hereafter granted to professional association corporations

organized under the laws of the State of Idaho, and other provisions of the Idaho Corporation Act, and any present and future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business purposes and the carrying into effect of any and all of the aforesaid objects and purposes.

L. All of the foregoing provisions of this Article III are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which corporations formed under the professional corporation laws of the State of Idaho may not carry on or do at the time. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article III of these Articles of Incorporation shall, except as otherwise provided, be limited or restricted by reference or inference from the terms of the Idaho Professional Corporation Act.

ARTICLE IV

The amount of capital stock of this corporation shall be 100 shares of the par value of Fifty Dollars (\$50) each. All of the shares of stock of the corporation shall be common, nonpreferred stock, and all of the shares shall be entitled to vote.

ARTICLE V

The location and post office address of the corporation's registered office shall be 5255 Overland Road, Boise, Idaho, 83705 and the registered agent shall be Garry L. Gilman, who is also the president and treasurer, whose address is 5255 Overland Road, Boise, Idaho 83705.

ARTICLE VI

The Board of Directors shall consist of at least one (1) director, but during the term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws. The Board of Directors who shall serve until their successors shall have been elected and qualified are:

1. Garry L. Gilman

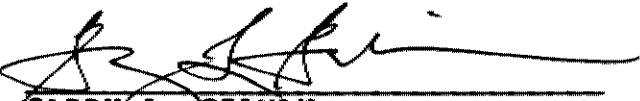
Meetings of the Board of Directors may be held at any location, within or without the State of Idaho.

ARTICLE VII

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; and directors individually or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is so interested

shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporators of this corporation have hereunto set their hands and seals this 11th day of November, 1988.



GARRY L. GILMAN,
Incorporator