



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

R. VERN KIDWELL, P.A.

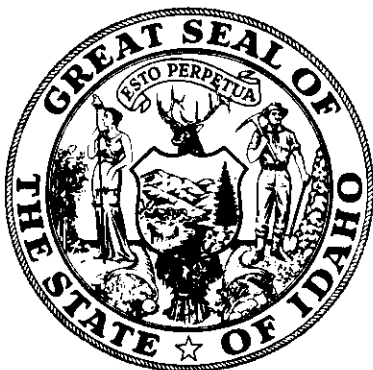
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

R. VERN KIDWELL, P.A.

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 December 26th, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF THE STATE

R. VERN KIDWELL, P.A.

The undersigned, being a duly licensed attorney, qualified to practice law pursuant to the laws of the State of Idaho, in order to form a professional corporation for the purposes hereinafter stated, pursuant to the Professional Service Corporation Act and Idaho Business Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be R. VERN KIDWELL, P.A.

ARTICLE II

The purposes for which said corporation is formed are:

A. To carry on the profession of the practice of law provided that such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Idaho to practice law.

B. To have, exercise and enjoy all of the powers now or hereafter granted to professional corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by the Idaho Professional Corporation Act, and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business and/or carrying into effect any and all of the aforesaid objects and purposes.

C. The transaction of any or all lawful business for which corporation may be incorporated under the Idaho Business Corporation Act.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The address of the corporation's initial registered office shall be P. O. Box 129, 330 Shoup Avenue, Idaho Falls, County of Bonneville, State of Idaho, and the name of its initial registered agent at such address is R. Vern Kidwell.

ARTICLE V

The capital stock of the corporation shall be forty (40) shares of common stock, with \$.25 par value. The capital stock of the corporation shall not be assessable.

ARTICLE VI

The name and address of the incorporator is:

R. Vern Kidwell
P. O. Box 129, 330 Shoup Avenue
Idaho Falls, Idaho 83401

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and shall qualify is:

R. Vern Kidwell
P. O. Box 129, 330 Shoup Avenue
Idaho Falls, Idaho 83401

ARTICLE VIII

Provisions denying pre-emptive rights are: None

ARTICLE IX

Provisions for the regulation of the internal affairs of the corporation are: None

ARTICLE X

This corporation is a professional service corporation incorporated under Chapter 13 of Title 30 of the Idaho Code, as amended, and as such is fully subject to all the provisions of said Chapter 13, all of which are incorporated in these Articles as though fully set forth at length. No person shall serve as a director or president or treasurer of the corporation other than such persons who are duly licensed under the laws of the State of Idaho to practice law. If any officer, shareholder, agent or employee of the corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within the State of Idaho or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with and financial interest in this corporation forthwith.

DATED this 23 day of December, 1980.

R. Vern Kidwell
R. Vern Kidwell

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 23rd day of December, 1980, before me, the undersigned Notary Public for Idaho, personally appeared R. VERN KIDWELL, known to me to be the person whose name is subscribed to the within ARTICLES OF INCORPORATION, 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.

(seal)

Dorothy M. Murrell
Notary Public for Idaho
Residing at Idaho Falls, Idaho
My commission expires: 1981