

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CLEMENTS, BROWN & McNICHOLS, 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: June 14, 1993



Pete T. Cenarrusa
SECRETARY OF STATE
By Ava Sikel

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**ARTICLES OF INCORPORATION
OF**

CLEMENTS, BROWN & McNICHOLS, P.A.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, Robert P. Brown, who is a natural person, of full age and a resident and citizen of the State of Idaho, do hereby voluntarily associate myself for the purpose of forming a professional service corporation under the laws of the State of Idaho, and I do hereby execute, acknowledge and adopt these Articles of Incorporation, in duplicate, certifying as follows:

Article I.

Name

The name of the corporation is and shall be:

Clements, Brown & McNichols, P.A.

Article II.

Purposes

The purposes for which said corporation is formed and organized are:

- (a) To engage in and conduct the business of rendering professional services as attorneys at law, including any other or similar services to the public usually and customarily rendered by attorneys at law, authorized and licensed as such by the laws of the State of Idaho.
- (b) To invest funds of said corporation in any type of investment, including, but not limited to, real estate, mortgages, stocks and bonds.

(c) To acquire, hold, lease, manage and maintain real and personal property necessary for the rendering of authorized professional services of said corporation.

Article III.

Duration

The corporation shall have perpetual existence.

Article IV.

Location of Registered Office and Agent

The address of the initial registered office of the corporation is 321 13th Street, Lewiston, ID 83501, and the name of the registered agent at such address is Robert P. Brown.

Article V.

Capital Stock

The amount of the capital stock of said corporation shall be Five Hundred Thousand Dollars (\$500,000), divided into five hundred thousand (500,000) shares, having a par value of One Dollar (\$1), with one (1) vote per share.

Article VI.

Incorporator

The name and address of the incorporator is:

Robert P. Brown
321 13th Street
Lewiston, ID 83501

Article VII.

Directors

The number of directors of the corporation shall be as, from time to time, specified in the Bylaws of the corporation. The number of directors constituting the initial board of directors of the corporation is three (3) and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
Robert P. Brown	321 13th Street Lewiston, ID 83501
Michael E. McNichols	321 13th Street Lewiston, ID 83501
Jack R. Little	321 13th Street Lewiston, ID 83501

Article VIII.

Shareholders

Qualified shareholders of said corporation shall be limited to individuals duly licensed and/or otherwise legally authorized to render professional services to the public as attorneys at law as defined and prescribed by the laws of the State of Idaho.

Article IX.

Transfer of Shares

No shareholder of said corporation may sell, assign or transfer his shares in said corporation except to another individual who is eligible to be a shareholder of said corporation, in accordance with these Articles of Incorporation, and any such sale, assignment or transfer may be made only after the same shall have been approved at a

shareholders' meeting specially called for such purpose and is in accordance with the Bylaws and regulations of said corporation appertaining to sale, assignment or transfer of shares of stock. Said corporation may provide further and additional restraints, restrictions or alienation of shares of its stock by its duly constituted Bylaws and amendments thereto, to be hereinafter adopted, and shall likewise be authorized to provide for the purchase or redemption by the corporation of its shares of stock, either from surplus funds or otherwise in accordance with the Bylaws of said corporation, provided that such purchase or redemption rights by the corporation of its shares not be invoked at a time or in a manner that would impair the capital of the corporation.

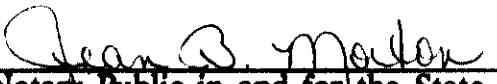
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of June, 1993.


ROBERT P. BROWN

STATE OF I D A H O)
: ss.
County of NEZ PERCE)

On this 11th day of June, 1993, before me the undersigned, a notary public in and for the State of Idaho, personally appeared ROBERT P. BROWN, known to me to be the person whose name is subscribed to the within and 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 first above written.


Dean B. Moulton
Notary Public in and for the State
of Idaho, Residing at Juliaetta
My Commission Expires: 9/6/94