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State of Idaho

Department of State

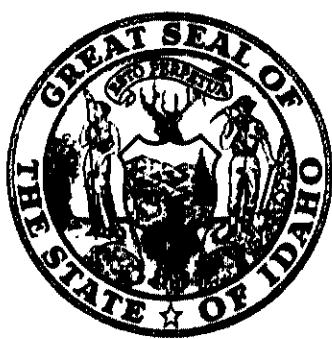
CERTIFICATE OF INCORPORATION OF

ELAM, BURKE AND BOYD, 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: December 24, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sheryl Dennis

Corporation Clerk

DEC 24 10 24 AM '51
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
ELAM, BURKE AND BOYD, CHARTERED

The undersigned, acting as incorporator of a professional service corporation under the Idaho Professional Service Corporation Act, adopts the following Articles of Incorporation for this professional corporation:

I.

The name of this professional corporation shall be Elam, Burke and Boyd, Chartered.

II.

The period of existence and duration of the life of this professional corporation shall be perpetual.

III.

The location of the registered office of this professional corporation is 702 West Idaho, Boise, Idaho 83701, and the name of the initial registered agent at such address is William J. Batt.

IV.

The nature of the business and the sole object and purpose of this professional corporation shall be as follows:

To engage in every phase and aspect of the business of rendering the same professional services to the public that attorneys, duly licensed under the laws of the state of Idaho, are authorized to render, but such professional services shall be

rendered only through officers, employees, and agents duly licensed under the laws of the state of Idaho to practice law therein.

V.

The total number of shares of this professional corporation shall be 10,000, each of a par value of \$1.00, which shares shall be common stock and shall not be subject to assessment. None of the shares of this professional corporation shall be issued to anyone other than an individual duly licensed to practice law in the state of Idaho.

VI.

No shares shall be transferred except to an individual who is eligible to be a shareholder of this professional corporation, and such transfer may be made only after the same shall have been approved, at a stockholders' meeting specifically called for such purpose, as provided in the By-laws. At such shareholders' meeting, the shares of stock held by the shareholder proposing to sell or transfer his shares not be voted or counted for any purpose, unless all stockholders consent that such stock be voted. No shareholder of this professional corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

VII.

The name and post office address of each incorporator, an attorney, duly licensed under the laws of the state of Idaho to render services as such, is as follows:

<u>Name</u>	<u>Address</u>
William J. Batt	Key Financial Center 702 West Idaho P.O. Box 1539 Boise, Idaho 83701

VIII.

The first Board of Directors shall consist of one (1) director, but during his 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; provided that the number of directors constituting a board shall not be less than one (1) nor more than thirty-five (35).

The following person duly licensed under the laws of the state of Idaho as an attorney is named director of this professional corporation to serve until his successors are elected and qualified:

<u>Name</u>	<u>Address</u>
William J. Batt	Key Financial Center 702 West Idaho P.O. Box 1539 Boise, Idaho 83701

Only a person who is a shareholder of this professional corporation shall serve as a director of this professional corporation.

IN WITNESS WHEREOF, I have signed duplicate originals of these Articles of Incorporation this 24th day of December, 1991.

Wm Batt

STATE OF IDAHO)
) ss.
County of Ada)

On this 24th day of December, 1991, before me, a Notary Public in and for said State, personally appeared William Batt, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledges to me that he/she 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.

Catherine R. Taylor
Notary Public for Idaho
Residing at Basco, ID
Commission Expires 3/15/93