



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

C. E. SCHELL & ASSOCIATES, INC.

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: August 31, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

ARTICLES OF INCORPORATION

of

C. E. Schell & Associates, Inc.

APR 31 2 02 PM '80
SECRETARY OF STATE

The undersigned, acting as incorporator of the corporation under the laws of the State of Idaho, adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be C. E. Schell & Associates, Inc.

ARTICLE II

The term of this corporation shall be perpetual.

ARTICLE III

The purpose for which this corporation is formed is to exercise such powers as are now or hereafter granted to or enjoyed by corporations, including any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho.

ARTICLE IV

The total number of shares which the corporation shall have authority to issue is one thousand (1000) shares of common stock of the par value of one dollar (\$1.00) each.

ARTICLE V

Section A. The officers of the corporation shall consist of a president, one or more vice presidents as may be prescribed by the bylaws, a secretary and a treasurer. There shall be a Board of Directors who will manage the affairs of the corporation.

Section B. The number, qualifications, terms of office, manner of election, provisions for meetings, powers and duties of the officers and directors shall be set forth in the bylaws.

Section C. The initial number of directors of the corporation shall be one (1). The following named person shall serve as the President, Vice-President, and Treasurer and Director until his successor is qualified, elected and/or appointed as provided in the bylaws of the corporation.

President: C. Edward Schell
3520 Kingswood Dr.
Boise, Idaho 83704

Vice-President: C. Edward Schell
3520 Kingswood Dr.
Boise, Idaho 83704

Secretary: Evelyn Schell
3520 Kingswood Dr.
Boise, Idaho 83704

Director: C. Edward Schell
3520 Kingswood Dr.
Boise, Idaho 83704

ARTICLE VI

The power to alter, amend or repeal the bylaws or to adopt new bylaws is hereby vested in and delegated to the Board of Directors. The procedure for altering, amending or repealing the bylaws or adapting new bylaws shall be set forth in the bylaws.

ARTICLE VII

Amendments to the Articles of Incorporation may be made by a majority vote of the outstanding shares.

ARTICLE VIII

The initial address of the registered office of the corporation is 3520 Kingswood Dr., Boise, Idaho 83704. The name of the initial registered agent of the corporation who may be found at that address is C. Edward Schell.

In witness thereof, the undersigned has executed this instrument on the 31st day of August, 1990.

C. Edward Schell
Name

3520 Kingswood Dr.
Address

Boise, Id. 83704