



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

DOUGLAS R. FITCH, 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 _____

DOUGLAS R. FITCH, CHARTERED,
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 2, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

DEC 9 8 55 AM '80
SECRETARY OF STATE

OF

DOUGLAS R. FITCH, CHARTERED

The undersigned, each of whom is duly licensed to practice the profession of accounting in the State of Idaho, for the purpose of organizing a professional association pursuant to Title 30, Chapter 13, of the Idaho Code, do hereby adopt the following Articles of Incorporation for such professional association.

FIRST: The name of this professional association shall be Douglas R. Fitch, Chartered.

SECOND: This professional association is to have perpetual existence.

THIRD: The purpose for which this professional association is formed is to engage in the general practice of accounting. In furtherance of this purpose, this professional association shall have the power to perform all acts permitted under Title 30 of the Idaho Code subject to any and all limitations imposed under Title 30 of the Idaho Code on professional associations of this type.

FOURTH: The aggregate number of shares of the professional association which it shall be authorized to issue shall consist of one hundred (100) common shares, all of one class, one dollar par value. These shares shall be issued for such consideration as may from time to time be fixed by the Board of Directors of the professional association without action by the Shareholders. Each of said shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable.

FIFTH: The principal place of business for this professional association shall be 220 First Avenue, Ketchum, Idaho. The post office address of the principal and registered office of this professional association is P. O. Box 1076, Ketchum, Idaho 83340.

Branch offices of this professional association may hereafter be established whenever necessary in the judgment of the Board of Directors of this professional association. The name of the initial registered agent at the registered office is Douglas R. Fitch

SIXTH: The number of directors of the professional association shall be fixed from time to time by the By-laws of the professional association and the number may be altered as therein provided. The directors of the professional association shall be elected at the Annual Meeting of the Stockholders which shall be held at the principal office of the professional association in the City of Ketchum, State of Idaho, on the December fifteenth, at five o'clock p.m., each year.

SEVENTH: The names and addresses of each of the initial directors are as follows:

<u>Name</u>	<u>Mailing Address</u>
Douglas R. Fitch	Box 1076, Ketchum, Idaho 83340

EIGHTH: The name and address of each incorporator of this professional association is as follows:

<u>Name</u>	<u>Mailing Address</u>
Douglas R. Fitch	Box 1076, Ketchum, Idaho 83340

NINTH: At all meetings of stockholders, each stockholder shall be entitled to cast one (1) vote for each share of stock held in his or her name, except that in the election of Directors, cumulative voting shall be allowed as provided by Section 30-1-33 of the Idaho Code; each stockholder may vote by written proxy under the terms and conditions prescribed in the By-laws of the professional association.

TENTH: The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the stockholders, and at the same place. Executive officers of this professional association shall be President, Vice President, Secretary, and Treasurer. (#18) If there are less than three (3) directors, all of the officers may be combined in one (1) person. Such executive officers shall be elected by the Board of Directors at each of their annual meetings held as aforesaid. The Board of Directors shall have the power to fill any vacancy in the Board or in any other office.

ELEVENTH: The Directors of this professional association shall have the power and authority to alter, repeal, and amend these Articles of Incorporation and the By-laws in the manner fixed by the By-laws of this professional association.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation at Ketchum, Blaine County, Idaho, on December 8, 1980.



Sherla Donahue, Witness