

160480

State of Idaho

Department of State

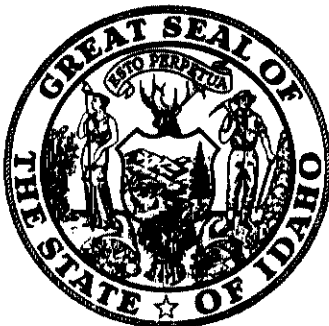
CERTIFICATE OF INCORPORATION OF

STOEL RIVES BOLEY JONES & GREY OF IDAHO, 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: December 22, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry J. Clark*

DEC 22 11 32 AM '92

ARTICLES OF INCORPORATION
SECRETARY OF STATE

OF

STOEL RIVES BOLEY JONES & GREY OF IDAHO, P.A.

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, in order to form a corporation for the purpose hereinafter stated, pursuant to the Professional Service Corporation Act of Idaho, as now in effect or as may hereafter be amended, does hereby certify as follows:

ARTICLE I

Name

The name of this corporation is Stoel Rives Boley Jones & Grey of Idaho, P.A.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the purpose of engaging in every aspect of rendering legal services and any allied professional services and engaging in any other lawful business or activities permitted under the Professional Service Corporation Act of Idaho, as amended, including any amendments to said Act enacted after the formation of this corporation.

ARTICLE IV

Capital Stock

A. The total number of shares which this corporation is authorized to issue is five hundred thousand (500,000) shares of common stock, one cent (\$.01) par value per share, which shall be the only class of shares of this corporation.

B. Each shareholder of this corporation shall be entitled to one vote on all matters submitted to a vote of the shareholders, regardless of the number of shares of stock owned.

IDAHO SECRETARY OF STATE
1922-0300 of 400 2
OFF. ASST. CLERK 1
CORPORATIO 10 70.00= 70.00

by such shareholder. There shall be no cumulative voting of the shares of this corporation.

ARTICLE V

No Preemptive Rights

Except as may otherwise be provided by the Board of Directors, no holder of any shares of this corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any securities of this corporation of any class or kind now or hereafter authorized.

ARTICLE VI

Use of Capital Surplus

This corporation is authorized to use unreserved and unrestricted capital surplus to make any direct or indirect purchases of its own shares.

ARTICLE VII

Restrictions on Shares

In addition to any restrictions or requirements imposed by the Professional Service Corporation Act of Idaho, the Board of Directors or shareholders of this corporation may adopt Bylaws restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by this corporation of its shares; provided, however, such provisions dealing with the purchase or redemption by this corporation of its shares may not be invoked at a time or in a manner that would impair the capital of this corporation.

ARTICLE VIII

Registered Office and Registered Agent

The address of the initial registered office of this corporation is One Capital Center, 999 Main Street, Suite 1015, Boise, Idaho 83702, and the name of its initial registered agent at such address is Thomas A. Banducci.

ARTICLE IX

Directors

A. This corporation shall have at least one (1) director, the actual number to be as prescribed in the Bylaws. The number of directors may be increased or decreased from time

to time by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The initial Board of Directors shall consist of one (1) director.

B. The name and address of the person who shall be the sole member of the initial Board of Directors of this corporation are as follows:

Thomas A. Banducci
One Capital Center
999 Main Street, Suite 1015
Boise, Idaho 83702

C. The term of the first director shall be until the first annual meeting of the shareholders of this corporation and until his successor shall have been elected and qualified, unless removed in accordance with the Bylaws.

ARTICLE X

Incorporator

The name and address of the incorporator are as follows:

Thomas A. Banducci
One Capital Center
999 Main Street, Suite 1015
Boise, Idaho 83702

ARTICLE XI

Indemnification of Directors

To the fullest extent permitted by its Bylaws and Idaho law, this corporation is authorized to indemnify any of its directors. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of Bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to amendment or repeal.

ARTICLE XII

Limitation on Director Liability

To the fullest extent permitted by Idaho law and subject to the Bylaws of this corporation, a director of this

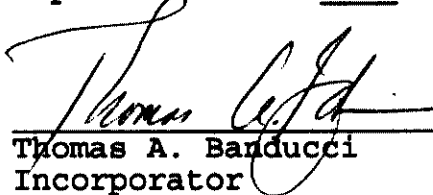
corporation shall not be liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

ARTICLE XIII

Reserved Rights

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute. All rights of shareholders of this corporation are granted subject to this reservation.

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this 21st day of December, 1992.



Thomas A. Barducci
Incorporator