



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

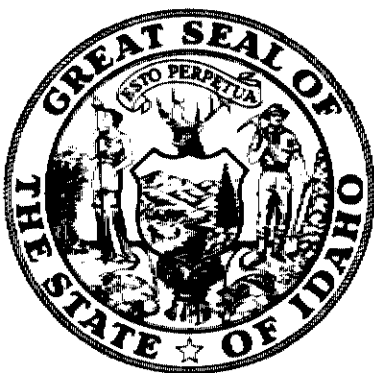
**IDAHO ASSOCIATION OF DEFENSE COUNSEL, INC.**

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 **IDAHO ASSOCIATION  
OF DEFENSE COUNSEL, INC.**

duly signed pursuant to the provisions of the Idaho Nonprofit 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 **January 26**, 19 **88**



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Sandra Matthews*

Corporation Clerk

RECEIVED  
SEC. OF STATE  
ARTICLES OF INCORPORATION

OF

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IDAHO ASSOCIATION OF DEFENSE COUNSEL, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

Article I.

The name of the corporation is IDAHO ASSOCIATION OF DEFENSE COUNSEL, INC.

Article II.

The corporation is a non-profit corporation.

Article III.

The period of its duration is perpetual.

Article IV.

Section 1. Purpose. The purpose of this corporation shall be to bring into close association lawyers in Idaho, whose practice consists chiefly in representing insurance companies and other corporate defendants in damage suits and other litigation, in order to promote efficiency in this branch of the legal profession, to act as a unit in dealing with common problems and to better serve the general interest of the clients of the members.

Section 2. Powers. This corporation shall have and exercise all rights, powers, privileges and immunities provided by the Idaho Non-Profit Corporation Act, Idaho Code Section 30-301 et. seq., as amended.

Section 3. Exempt Status. This corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Idaho Non-Profit Corporation Act.

Article V.

The corporation has members. Those persons shall be qualified for membership, who are members of the Bar of Idaho and are actively engaged in the practice of law in the State of Idaho and who individually devote a substantial portion of their time to the defense of damage suits or

other litigation on behalf of insurance companies or self insured firms and corporations. A person who is a member of a law firm can qualify only if the firm, with which he is associated, also devotes a substantial portion of its time to defense work and whose practice is not devoted to purposes contrary to the purposes of this organization.

Article VI.

The address of the initial registered office of the corporation is (954 West Jefferson, Boise 83702) P.O. Box 829, / Boise, Idaho 83701 and the name of its initial registered agent at such address is Donald J. Farley.

Article VII.

The number of directors constituting the initial board of directors of the corporation is six (6) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Donald J. Farley	MOFFATT, THOMAS, BARRETT & BLANTON P.O. Box 829 Boise, Idaho 83701
Robert P. Brown	CLEMENTS, BROWN & McNICHOLS P.O. Box 1510 Lewiston, Idaho 83501
Curt R. Thomsen	HOLDEN, KIDWELL, HAHN & CRAPO P.O. Box 129 Idaho Falls, Idaho 83402
Edwin V. Apel, Jr.	HAWLEY, TROXELL, ENNIS & HAWLEY P.O. Box 1617 Boise, Idaho 83701
Thomas B. High	BENOIT, ALEXANDER & SINCLAIR P.O. Box 366 Twin Falls, Idaho 83301
N. Randy Smith	MERRILL & MERRILL, CHARTERED P.O. Box 991 Pocatello, Idaho 83204

A change in the number of directors shall be made only by amendment to the Articles of Incorporation.

Article VIII.

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
Donald J. Farley	MOFFATT, THOMAS, BARRETT & BLANTON P.O. Box 829 Boise, Idaho 83701
N. Randy Smith	MERRILL & MERRILL, CHARTERED P.O. Box 991 Pocatello, Idaho 83204

Article IX.

These articles may be amended or rescinded at any meeting of the corporation by an affirmative vote of two-thirds of the members present, provided further, that notice of the proposed change must be given by the secretary to the members by mail at least fifteen (15) days before the meeting at which such action is proposed.

DATED this 15 day of January, 19 88.

  
Donald J. Farley

  
N. Randy Smith

VERIFICATION

STATE OF IDAHO

: ss

County of Ada

I, Susan A. Green, a notary public, do hereby certify that on this 25<sup>th</sup> day of January, 1988, personally appeared before me Donald J. Farley, who, being by me first duly sworn, declared that he is one of the incorporators of Idaho Association of Defense Counsel, Inc. that he signed the foregoing document as an incorporator of the corporation, and that the statements therein contained are true.



Susan A. Green  
NOTARY PUBLIC for Idaho  
Residing at:  
My Commission Expires: 3-1-91

STATE OF IDAHO

: ss

County of Bannock

I, Teresa L. Rowe, a notary public, do hereby certify that on this 18 day of January, 1988, personally appeared before me N. Randy Smith, who, being by me first duly sworn, declared that he is one of the incorporators of Idaho Association of Defense Counsel, Inc. that he signed the foregoing document as an incorporator of the corporation, and that the statements therein contained are true.

Teresa L. Rowe  
NOTARY PUBLIC for Idaho  
Residing at: Pocatello  
My Commission Expires: 5-14-89

(SEAL)