

**ARTICLES OF INCORPORATION
OF
PAYNE & ASSOCIATES, INC.**

97 MAY 12 09:50 AM
IDAHO SECRETARY OF STATE
08/12/1997 09:50 AM
EX: 342 CI: 83679 IN: 28794
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The undersigned, acting as incorporator of a corporation under the Idaho Business Corporations Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is: Payne & Associates, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: The transaction of a business and any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 10,000. The shares shall have no par value.

FIFTH: The address of the initial registered office of the corporation is 2005 Ironwood Parkway, #143, Coeur d'Alene, Idaho 83814, and the name and address of its initial registered agent is: Robert P. Nonini, 2005 Ironwood Parkway, #143, Coeur d'Alene, Idaho 83814.

SIXTH: The number of directors shall be set by the Bylaws but the initial Board of Directors of the corporation shall be two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders

or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Robert P. Nonini	2005 Ironwood Parkway, #143 Coeur d'Alene, Idaho 83814
Todd W. Winslow	2005 Ironwood Parkway, #143 Coeur d'Alene, Idaho 83814

SEVENTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Robert P. Nonini	2005 Ironwood Parkway, #143 Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of
August, 1997.



Robert P. Nonini, Incorporator