



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

RIGBY, THATCHER & ANDRUS, P.A.

was filed in the office of the Secretary of State on the 31st day of December A.D., One Thousand Nine Hundred seventy-three and will be duly recorded on ~~film~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for Perpetual Existence from the date hereof, with its registered office in this State located at Rexburg, Idaho in the County of Madison

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 31st day of December, A.D., 19 74 .

Pete T. Cenarrusa  
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

RIGBY, THATCHER & ANDRUS, P.A.  
-----

KNOW ALL MEN BY THESE PRESENTS:

The undersigned natural persons, each more than twenty-one years of age, and citizens of the United States of America, hereby establish a professional service corporation pursuant to the Professional Service Corporation Act, Chapter 13, Title 30, Idaho Code, and adopt the following Articles of Incorporation:

1. Name.

The name of the corporation is;

RIGBY, THATCHER & ANDRUS, P.A.

2. Duration.

The corporation shall have perpetual existence.

3. Purpose and Powers.

a. This corporation is organized solely for the purpose of conducting the professional practice of law; such practice shall be carried on and conducted only through officers, employees, and agents who are duly licensed and authorized to render professional legal services through admission to the Idaho State Bar; such persons shall at all times conduct the professional practice of law in accordance with all applicable rules and standards of professional conduct.

b. The corporation shall have the right to hire and utilize the services of legal interns, clerks, secretaries, bookkeepers, investigators, technicians, and such other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional legal services for which a license to practice law is required.

c. The corporation shall have the right and power to invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments, and may own, lease, hire, or otherwise obtain or acquire any and all kinds of real and personal

property necessary for the rendering of professional services. The corporation shall have and exercise all rights and powers from time to time granted to a professional service corporation by law. The corporation may conduct and carry on the profession of law in all of its phases as now or hereafter authorized by law.

d. The corporation shall have the right and power to do all and everything necessary, suitable, or proper for the accomplishment of any of the lawful purposes of the corporation, either alone or in association with other corporations, partnerships, or individuals, and to do every other act or acts, thing or things, incident or appurtenant to or growing out of or connected with any lawful business or powers of the corporation; provided, that all shall be in compliance with the Professional Service Corporation Act of the State of Idaho, the Code of Professional Responsibility, and other laws and rules applicable thereto.

#### 4. Office.

The address of the initial registered office of the corporation and the place where its professional practice is to be initially conducted is at 25 North Second East, Rexburg, Madison County, Idaho 83440. The corporation may establish other offices in the State of Idaho.

#### 5. Capital Stock.

a. The total authorized capital of the corporation shall be \$25,000.00, divided into 1,000 shares with a par value of \$25.00 per share.

b. All stock shall be common stock and when fully paid shall be non-assessable.

c. Each share of stock shall be entitled to one vote. No shareholder shall enter into a voting trust agreement or any type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

d. No capital stock may be issued to anyone other than an individual who is duly licensed and otherwise legally authorized to practice law in the State of Idaho.

e. If any officer, shareholder, agent or employee of the corporation becomes legally disqualified to render professional services within the State of Idaho, he must sever all employment with and all financial interest in the corporation.

f. No shareholder may sell or transfer his shares except to another individual who is eligible to be a shareholder, and only after approval of the transfer at a stockholders' meeting as provided by law.

g. The shareholders are specifically authorized to adopt by-laws restraining the alienation of shares and providing for the purchase or redemption by the corporation of its shares provided that purchase or redemption may not be invoked at a time or in a manner that would impair the capital of the corporation.

#### 6. Professional Relationship.

The corporation shall have the absolute right, which shall never be relinquished or surrendered to a third party, to designate and direct which employee of the corporation shall perform professional services in a given case or for any person, firm, corporation or individual. The professional relationship and liabilities, and the standards of professional conduct, between each person furnishing professional services and the person receiving such professional services shall be preserved and maintained in compliance with the Professional Service Corporation Act, the laws and rules regulating attorneys-at-law, the Code of Professional Responsibility, and any other applicable law, rule or regulation. The private or individual property of a shareholder shall not be liable for obligations of the corporation which are not also by law his individual liabilities.

#### 7. Shares Subscribed.

The amount of the capital stock which has been actually subscribed and paid for is the sum of three shares, and the following are the names of the persons, their addresses and number of shares by whom the same have been subscribed, to-wit:

<u>Name of Subscriber</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
Ray W. Rigby	Route #1 Rexburg, Idaho 83440	One	\$25.00
Gordon S. Thatcher	239 Mohawk Avenue Rexburg, Idaho 83440	One	\$25.00
G. Rich Andrus	Route #2 Rexburg, Idaho 83440	One	\$25.00

Each subscriber and incorporator is a licensed attorney at law duly practicing law in the State of Idaho.

#### 8. Management

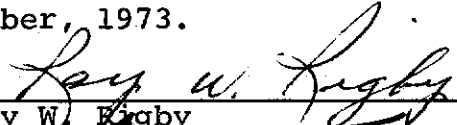


The management of this corporation shall be vested in a board of not less than two nor more than seven directors as may be fixed by the by-laws. Each director must be a shareholder. The directors shall be elected at the annual meeting of the shareholders at a time in each year to be designated by the by-laws, and until such election, the directors of the corporation shall be:

Gordon S. Thatcher,	President
G. Rich Andrus,	Vice-President
Ray W. Rigby,	Secretary-Treasurer.

9. By-Laws.

The by-laws of the corporation may be adopted by the shareholders in the manner provided for by the laws of the State of Idaho.

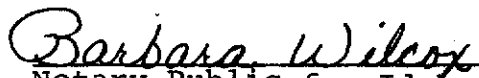
IN WITNESS WHEREOF, We have hereunto set our hands and seals this 26th day of December, 1973.

  
Ray W. Rigby  
  
Gordon S. Thatcher  
  
G. Rich Andrus

STATE OF IDAHO,           )  
                                  SS  
County of Madison.    )

On this 26th day of December, 1973, before me, the undersigned, a Notary Public in and for said State, personally appeared RAY W. RIGBY, GORDON S. THATCHER, and G. RICH ANDRUS, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.

  
Notary Public for Idaho  
Residing at: Rexburg, Idaho  
My Commission Expires: 6-20-77