

State of Idaho



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

GARY L. MORGAN, PROFESSIONAL ASSOCIATION

was filed in the office of the Secretary of State on the **first** day
of **February** A.D., One Thousand Nine Hundred **seventy-four** 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
Caldwell, Idaho in the County of **Canyon**

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 **first** day of **February**,
A.D., 1974.

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

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ARTICLES OF INCORPORATION

OF

GARY L. MORGAN, P. A.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, the subscriber to these Articles of Incorporation, natural person competent to contract, and attorney duly licensed to render services as such under the laws of the State of Idaho, have this day voluntarily associated myself for the purpose of forming a corporation under the Professional Service Corporation Act and other laws of the State of Idaho.

I.

That the name of this corporation shall be GARY L. MORGAN, PROFESSIONAL ASSOCIATION, and shall be known as GARY L. MORGAN, P. A.

II.

That the initial post office address of the principal office of the corporation in the State of Idaho is hereby designated as 109 N. Kimball, City of Caldwell, County of Canyon, State of Idaho.

III.

That the general nature of the business to be transacted by the corporation is:

A. To render legal services; to engage in the practice of law; to engage in the business of law, and to perform and engage in any other service ancillary to the business of law.

B. To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney, duly licensed under the laws of the State of Idaho, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Idaho to practice law

therein.

C. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

D. To purchase, receive, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, guarantee, or otherwise dispose of, and otherwise use and deal in and with, shares, or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, insurance or annuities in any form, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

E. To do any and everything incidental to, growing out of, or germane to any of the foregoing purposes and to have and exercise all of the powers conferred by the laws of the State of Idaho upon corporations formed under the law, hereinabove referred to, and all laws amendatory thereof and supplemental thereto, and by the provisions of Chapter 282, commencing on page 725, Session Laws of Idaho, 1963, known as the "Idaho Professional Service Corporation Act", it being expressly provided that the foregoing clauses shall be construed both as objects and powers and shall be in furtherance and not in limitation of the powers conferred by the laws of the State of Idaho and that the foregoing enumeration of specific powers shall not be held to alter or restrict in any manner the general powers of this Corporation.

IV.

The business of the corporation shall be managed by its Board of Directors. The first Board of Directors shall consist of one (1) member, and subject to such minimum may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed the number shall be one.

V.

The name and street address of the member of the first Board of Directors is:

Gary L. Morgan, 2418 Ray, Caldwell, Idaho 83605

VI.

That the term of the existence of this corporation shall be perpetual.

VII.

The maximum number of shares of stock which the corporation shall have authority to issue at any one time shall be five thousand (5,000.00) shares of common stock having a par value of One Dollar (\$1.00) per share, one vote per share, for a total capitalization of Five Thousand Dollars (\$5,000.00). None of the shares of the corporation may be issued to anyone other than an individual licensed to practice law in the State of Idaho. Each share of common stock shall have the same rights, privileges and voting powers and the same shall be fully paid and non-assessable.

VIII.

The name and address of the person signing these Articles of Incorporation as a subscriber and incorporator, who is an attorney, duly licensed under the laws of the State of Idaho to render services as such, the number of shares of stock he agrees to take are:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Gary L. Morgan	2418 Ray Caldwell, Idaho 83605	One

IX.

No stockholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

X.

At all elections of directors of the corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

XI.

No contract or other transaction between the corporation and any other corporation shall be affected by the fact that any director of the corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the corporation or in which the corporation is interested; and no contract or other transaction of the corporation with any person, firm, or corporation shall be affected by the fact that any director of the corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested. In the event this Article is declared void or contrary to law, then the rest of these Articles shall be severable therefrom and shall stand as written and not be affected thereby.

XII.

Any director of the corporation may be removed at any annual or special meeting of the stockholders by a two-thirds (2/3) vote of the stockholders.

XIII.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho and of the purposes and objects hereinabove stated, the corporation shall have all the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of carrying on any business which the corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its stock owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his stock in accordance with the Buy and Sell Agreement and By-Laws adopted by the stockholders of the corporation setting forth the terms and conditions of such purchase; provided, however, the capital of the corporation is not impaired.

C. To purchase and acquire the stock owned and held by any stockholder who dies, in accordance with the Buy and Sell Agreement and By-Laws adopted by the stockholders of the corporation setting forth the terms and conditions of such purchase; provided, however, the capital of the corporation is not impaired.

D. To enter into, for the benefit of its employees, one or more of the following: (i) a pension plan, (ii) a profit sharing plan, (iii) a stock bonus plan, (iv) a thrift and savings plan, (v) a restricted stock option plan, or (vi) other retirement or incentive compensation plans, and (vii) and medical reimbursement plans.

XIV.

The private property of the stockholders of the corporation shall not be subject to any payment of corporate debts to any extent whatever, and the stock held by said stockholders shall be non-assessable. No stockholder or any shares of stock shall ever

have any pre-emptive rights to any stock or securities of this corporation.

XV.

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the subscriber, have executed these Articles of Incorporation this 1st day of February, 1974.


Gary L. Morgan

STATE OF IDAHO)
County of *Ada*) ss.

On this 1st day of February, 1974, before me, a Notary Public in and for said State, personally appeared GARY L. MORGAN, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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

Maryout Lawrence)
Notary Public for Idaho
Residing at