



## 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

**EBERLE, BERLIN, KADING, TURNBOW & GILLESPIE, CHARTERED**

was filed in the office of the Secretary of State on the **fifth** day  
of **January** A.D., One Thousand Nine Hundred **seventy-one** 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  
**Boise, Idaho** in the County of **Ada**

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 **5th** day of **January**,  
A.D., 19**71**.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

# ARTICLES OF INCORPORATION

OF

EBERLE, BERLIN, KADING, TURNBOW & GILLESPIE,  
CHARTERED

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being legally competent, natural persons of full age and citizens of the United States, and licensed attorneys under the laws of the State of Idaho, for the purpose of forming a professional service corporation under and pursuant to the provisions of the Professional Service Corporation Act of the State of Idaho and the Acts amendatory thereof and supplemental thereto, do hereby adopt the following Articles of Incorporation:

## FIRST

The name of the corporation shall be Eberle, Berlin, Kading, Turnbow & Gillespie, Chartered.

## SECOND

The purposes and objects for which the corporation is formed are:

(a) To render legal professional service to the public by persons specifically licensed under the laws of the State of Idaho as attorneys to engage in the practice of law. Such persons shall practice the profession in accordance with the rules for professional conduct promulgated by the Supreme Court of the State of Idaho.

(b) The corporation may not engage in any business other than the rendering of legal professional services as herein otherwise set forth, provided, however, this corporation by and through its officers and directors shall have the power and authority to invest the corporate funds in real estate, mortgages, stocks and like securities, bonds or any other type of investments and in real estate and personal property that may be necessary for the rendering of the professional services of the corporation, and within the limitations of Article Second, paragraphs (a) and (b), to use the powers of the following sections (c) through (g).

(c) To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares, and merchandise of every kind, nature and description.

(d) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, building and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount.

(e) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon.

(f) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof.

(g) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law.

(h) To establish for the benefit of its employees, one or more (i) pension plan, (ii) profit-sharing plan, or (iii) other employee benefit, retirement and incentive compensation plans.

(i) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said state, or under any Act amendatory thereof or supplemental thereto or substituted therefor, provided the powers are not in conflict with the Professional Service Corporation Act.

(j) To render professional services as licensed attorneys through its officers, employees and agents who are properly and duly licensed or otherwise legally authorized to render such professional legal services within the State of Idaho,

( i) provided, however, that any officer, shareholder, agent or employee of this corporation shall remain personally and fully liable and accountable for any negligent or wrongful acts or misconduct committed by him, or by any person under his direct supervision and control, while rendering professional services on behalf of this corporation to the person for whom such professional services were being rendered, and provided that this corporation shall be liable in addition thereto, up to the full value of its property for any negligent or wrongful acts or misconduct committed by any of its officers, shareholders, agents or employees while they are engaged on behalf of

the corporation in the rendering of such professional services, and

(ii) provided further any officer, shareholder, agent or employee of this corporation who has been licensed to render professional service to the public becomes legally disqualified to render such professional services within this State, or is elected to a public office or accepts employment that, pursuant to the existing law, places restrictions or limitations upon his continued rendering of such professional services under the law, such person shall sever all employment with, and financial interests in, this corporation forthwith, and any capital stock of this corporation held by such individual shall be called immediately or the ownership thereof shall otherwise immediately be vested in persons qualified to be shareholders in accordance with the provisions hereof and the By-Laws of the corporation.

(k) To acquire, hold, sell, reissue or cancel any shares of its capital stock, provided, however:

(1) This corporation may not use its funds or property for the purchase of its common stock when such use would cause any impairment of the capital of this corporation;

(2) The shares of its capital stock belonging to this corporation shall not be voted, directly or indirectly;

(3) The capital stock of this corporation may only be issued to an individual who is a duly licensed attorney under the laws of the State of Idaho to practice the profession of law, and provided further that any common capital stock of this corporation may not be voted by any person or persons who are not at the time of such vote licensed attorneys in good standing under the laws of the State of Idaho.

(l) To call any shares of its own capital stock. Any shares may be called after fifteen (15) days written notice to the registered owner by a vote of not less than 75 percent of the outstanding stock at a duly called meeting, and at a price and on a payment schedule specified in the By-Laws. Upon disqualification of the shareholder, the call shall be made within 30 days after notice of the event by which any shareholder has ceased to be qualified to be a shareholder. A disqualified stockholder may not vote his stock as to the call thereof. Subject hereto, a shareholder may transfer his stock to a person duly qualified to practice law in the State of Idaho after first having offered the stock to the corporation at the stock's fair value and the offer not being accepted.

The foregoing clauses are to be construed both as objects and powers, and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held

to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a professional corporation formed under the Professional Corporation Act of the State of Idaho, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do.

#### THIRD

The Corporation is to have perpetual existence.

#### FOURTH

The location and post office address of the registered office of the corporation is 711 1/2 Bannock, P. O. Box 1368, Boise, Ada County, Idaho.

#### FIFTH

There shall be only one class of capital stock of this corporation, which shall be designated as common stock, and such common stock shall be and consist of 1,600 shares each with a par value of \$100.00 per share, totalling in the aggregate the sum of \$160,000.

(a) The capital stock of this corporation may only be issued to an individual who is duly licensed or otherwise legally authorized in good standing to practice law within the State of Idaho. The shareholder is required, except for absence not exceeding nine (9) months due to sickness or accident, or service in the armed services, or leaves of absence approved as required in the By-Laws, to be actively engaged in the practice of law in the offices of the corporation.

(b) Common stock of this corporation passing by operation of law, by the laws of descent and distribution, or in any other manner to any individual, firm or organization that is at that time not a licensed attorney under the laws of the State of Idaho, shall be deemed immediately called unless the ownership of such shares shall have immediately vested in a person qualified to be a shareholder.

(c) If any individual shareholder, as is herein provided shall become disqualified to render professional legal services within the State of Idaho, or is elected to public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon such individual's continued rendering of such legal services, then the common stock of this corporation owned by said individual shall, upon fifteen (15) days written notice to the registered owner and no protest being filed to such notice, be deemed called

immediately or the ownership thereof shall otherwise immediately be vested in persons qualified to be shareholders in accordance with the provisions hereof and the By-Laws of the corporation.

(d) A shareholder of the common capital stock of this corporation may not transfer shares of this corporation except to another individual who is eligible to be a shareholder of this corporation in accordance with the provisions hereof and only after such sale or transfer shall, at a stockholders' meeting specifically called for such purpose, have been approved by not less than a majority of the outstanding stock of this corporation not including the shares of the shareholder proposing to sell or transfer such shares in the counting of the votes for any purpose at such meeting, unless all stockholders and all shares of stock vote in favor of a consent that such stock of the transferring shareholder be so voted.

(e) No voting trust, agreement or other type of arrangement, the effect of which would place the common capital stock of this corporation in any ownership other than an individual licensed to practice law under the laws of the State of Idaho, shall be recognized or effective.

(f) The stockholders shall have the power to include in the By-Laws, adopted by a two-thirds vote of all stockholders, any regulation or restriction governing sale, transfer, call or other disposition of the corporation's outstanding stock. Such provisions shall not affect rights of third parties without notice, unless evidence of this power is shown as a legend on the stock certificate.

#### SIXTH

The names and post office addresses of the incorporators, the professional status of each of the incorporators, and the number of shares subscribed for by each, are as follows:

NAME	POST OFFICE ADDRESS	PROFESSIONAL STATUS	NO. OF SHARES
T. H. Eberle	P. O. Box 1368 Boise, Idaho	Licensed Attorney	1
J. L. Berlin	P. O. Box 1368 Boise, Idaho	Licensed Attorney	1
R. B. Kading, Jr.	P. O. Box 1368 Boise, Idaho	Licensed Attorney	1
R. M. Turnbow	P. O. Box 1368 Boise, Idaho	Licensed Attorney	1
James R. Gillespie	P. O. Box 1368 Boise, Idaho	Licensed Attorney	1

#### SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation to such extent, subject to such limitations as may be approved by two-thirds majority of all outstanding shares at a meeting specifically called and noticed for such purpose.

#### EIGHTH

The number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the number of directors of the corporation shall not be less than three. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. Each director must be a licensed attorney in good standing under the laws of the State of Idaho. In electing directors, each stockholder has the right to vote the number of shares he owns for as many persons as there are directors to be elected.

#### NINTH

Stockholders of the corporation shall not have preemptive and preferential right of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible to stock.

#### TENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the corporation, under the laws of the State of Idaho.

#### ELEVENTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been made known to the Board of Directors or a majority thereof; and any

director of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

TWELFTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws by an 80 percent majority vote of all directors, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a two-thirds vote of all stockholders, whether represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide, or except by a greater majority vote of all shareholders where specified in the By-Laws.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 4<sup>th</sup> day of January, 1971

T. H. Eberle

J. L. Berlin

R. B. Kading

R. M. Turnbow

James R. Gillespie

STATE OF IDAHO

County of Ada

} ss

On this 4<sup>th</sup> day of January, 1971, before me, the undersigned, a Notary Public in and for said State, personally appeared T. H. Eberle, J. L. Berlin, R. B. Kading, Jr., R. M. Turnbow and James R. Gillespie, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and that they are citizens of the United States of America.

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

Carol J. Jenkins  
Notary Public for Idaho  
Residing at Boise, Idaho  
Commission expires:

EBERLE, BERLIN, MORGAN KADING & TURNBOW .

T. H. EBERLE  
JAMES L. BERLIN  
R. B. KADING, JR.  
R. M. TURNBOW  
JAMES R. GILLESPIE

FORMERLY RICHARDS HAGA & EBERLE  
TITLE INSURANCE BUILDING  
BOISE, IDAHO

P. O. Box 1368-83701  
TELEPHONE 344-8535  
AREA CODE 208

JOHN L. RUNFT  
STANLEY D. CROW  
WILLIAM J. MCKLVEEN  
CUMER L. GREEN  
KENNETH L. PURSLEY  
DALE G. HIGER  
WARREN E. JONES

J. L. EBERLE (1890-1954)  
OLIVER O. HAGA (1872-1943)  
JAMES H. RICHARDS (1852-1936)  
DALE O. MORGAN (1914-1970)

January 5, 1971

Mr. Pete Cenarrusa  
Secretary of State  
State House  
Boise, Idaho

Re: Incorporation of Eberle, Berlin, Morgan,  
Kading & Turnbow, Consent to Use Name

Dear Pete:

The law firm filed certain incorporation papers last summer under the name of Eberle, Berlin, Morgan, Kading & Turnbow. Mr. Morgan subsequently died and the corporation was never activated.

This letter hereby evidences the consent of the above named corporation to a new corporation being formed under the name of Eberle, Berlin, Kading, Turnbow & Gillespie, and waives all rights of the previous name for said new corporation to be filed.

Very truly yours,

EBERLE, BERLIN, MORGAN, KADING  
& TURNBOW

By

  
Attorney in Fact

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