

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

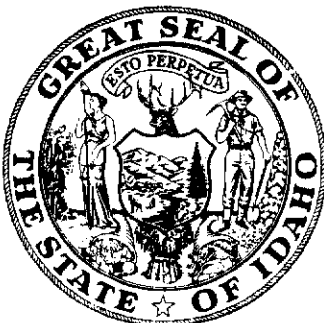
AFFILIATED PROFESSIONAL SERVICES CORP.

File number C 118332

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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: February 18, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Shirley J. Clark*

## ARTICLES OF INCORPORATION

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 IDAHO SECRETARY OF STATE

OF

SECRETARY OF STATE  
 STATE OF IDAHO

## AFFILIATED PROFESSIONAL SERVICES CORP.

That we, the undersigned, citizens of the United States over the age of twenty-one years, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby make, sign, acknowledge, file and adopt for that purpose the following Articles of Incorporation and do hereby declare :

## ARTICLE I

The name of this corporation is and shall be Affiliated Professional Services Corp.

## ARTICLE II

The purposes for which this corporation is formed are :

- (a) To operate a service business and also to have and to exercise all rights now or hereafter granted by the laws of the State of Idaho to general business corporations and commercial ventures.
- (b) To acquire, by purchase, subscription or otherwise, and to own, hold, sell, assign, transfer, mortgage, pledge, exchange, deal in and with, or otherwise dispose of, shares of capital stock, bonds, debentures, obligations, evidences of indebtedness and securities, issued by any public or private corporation, government or municipality, and other property, real and personal, and to pay cash therefor or to issue in exchange therefore shares of capital stock, bonds, notes, debentures, obligations or evidences of indebtedness of the corporation.
- (c) To acquire by purchase, exchange or otherwise all or any part of, or any interest in, the properties, assets, business and goodwill of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this State; to pay for the same in cash, property, or it's own or other securities; to hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in connection therewith to assume or guarantee performance of any liabilities, obligations or contracts of such persons, firms, associations or corporations, and to conduct the whole or any part of any business thus acquired.
- (d) To borrow money for the furtherance of any of the purposes of the corporation, and to secure the same by obligations, pledges, mortgages, or the issuance of bonds or debentures secured by pledges, deeds of trust or mortgages upon the whole or any part of its property. To take and receive donations of property by gift, grant, devise or bequest. To issue promissory notes or debentures which may or may not be converted into a right to purchase capital stock of this corporation upon such terms and under such conditions as the Board of Directors may designate, and to issue warrants for stock to the extent permitted by the laws of the State of Idaho, and upon

such terms as the Board of Directors may by resolution establish. This corporation may create and issue rights or options to purchase shares of stock whether or not in connection with the issue and sale of any shares of stock or the issue of promissory notes, debentures or other securities.

(e) To act as escrowholders, escrow agents, trustees, receivers, liquidators, managers, brokers or referees, or in other stations of trust or confidence. To qualify for, acquire and hold licenses as real estate agents or brokers or referees, or in other stations of trust or confidence. To qualify for, acquire and hold licenses as real-estate agents or brokers in any state, and to engage in the real estate business. To operate as a public utility in any line of endeavor that is in any way connected with any of the other undertakings of the company.

(f) To purchase, hold, sell, assign, transfer, mortgage or otherwise dispose of shares of the capital stock of this or of any other corporation or corporations, association or associations of the State of Idaho, or any other state, territory or country, and while owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote thereon.

(g) To inter into any lawful arrangements for sharing profits, joint venture, union of interest, reciprocal concession or syndicate, entity, person or governmental municipal or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the purposes of the corporation.

(h) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, state, government or governmental authority, or of any political or administrative subdivision or department thereof, and to perform and carry out, assign, cancel, or rescind any such contracts.

(i) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of the powers hereinbefore set forth, either alone or in connection with other agents, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers, or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho.

### ARTICLE III

The capital stock of this corporation shall be One Hundred Thousand Dollars (\$100,000.00) divided into One Hundred Thousand (100,000) shares with a par value of One Dollar (\$1.00) per share. All of the stock shall be nonassessable common stock with equal voting and other rights and privileges. The shares shall not be divided into classes.

### ARTICLE IV

The principal office of this corporation in the State of Idaho shall be located at 2514 N. 32, Boise, Idaho and the name of the registered agent shall be Kenneth W. Johnston.

83703

## **ARTICLE V**

The governing board of this corporation shall be call the Board of Directors which shall consist of at least two (2) and not more than five (5) members, the number to be designated by the By-Laws consistent with this article. The first Board of Directors and Incorporators shall consist of two (2) members, whose names and addresses are as follows:

Kenneth W. Johnston  
2514 N. 32  
Boise, Id. 83703

Lorri D. Johnston  
2514 N. 32  
Boise Id. 83703

## **ARTICLE VI**

The term of existence of this corporation is and shall be perpetual.

## **ARTICLE VII**

There shall be the following officers elected annually, whose powers, duties, removal, resignation, replacement and general authority shall be designated and granted by the By-Laws of this corporation:

- (a) President
- (b) Secretary/Treasurer

None of these officers except the President need be a Director. The offices of Secretary and Treasurer may be combined in one person. Such other officers and agents as may be necessary for the business of this corporation may be appointed by the Board of Directors in the manner provided by the By-Laws.

## **ARTICLE VIII**

The Directors of this corporation have the power in their discretion to reserve from the profits each year such amount thereof as they may deem necessary and advisable for the purpose of establishing a reserve fund to be used as working capital in the business of the corporation, and they may employ and use such funds for the purpose of extending the business, operations of the corporations of to purchase its own stock, or to purchase stock, bonds, and other obligations of other corporations which it is authorized by law to purchase.

## **ARTICLE IX**

No contract or transaction entered into by the corporation shall be affected by the fact that a Director or Officer of the corporation was personally interested in it, if at the meeting of the Board of Directors making, authorizing, or confirming such interest therein and refrains from voting on such contract or transaction.

## ARTICLE X

This corporation shall have power to conduct business in any state or foreign country, and to maintain officers therein, subject to the laws of the State of Idaho, and does hereby certify that the facts therein set forth are true.

**IN WITNESS WHEREOF,** We have hereunto set our hands and seals to this instrument, which is executed in triplicate this 14<sup>TH</sup> day of FEB, 1997.

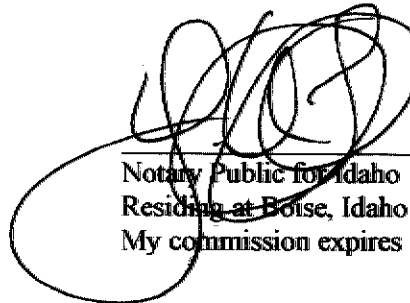
  
Kenneth W. Johnston

  
Lorri D. Johnston

STATE OF IDAHO )  
 ) ss.  
County of Ada )

On this 14th day of FEBRUARY, in the year of 1997, before me, the undersigned Notary Public in and for said State, personally appeared KENNETH W. JOHNSTON, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

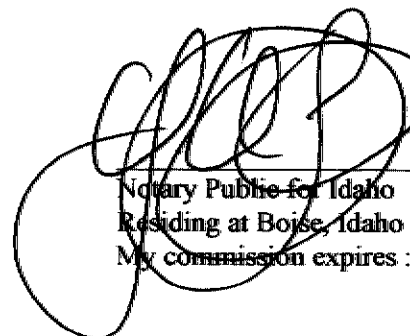
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires : 6-3-99

STATE OF IDAHO )  
 ) ss.  
County of Ada )

On this 14th day of FEBRUARY, in the year of 1997, before me, the undersigned Notary Public in and for said State, personally appeared LORRI D. JOHNSTON, known or identified to me to be the person whose name is subscribed to the within 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.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires : 6-3-99