

# State of Idaho

## Department of State

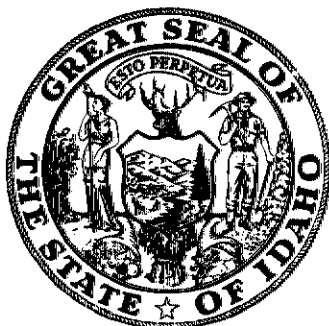
### CERTIFICATE OF INCORPORATION OF

JAY R. MCKENZIE LAW OFFICE, P.A.  
File number C 108854

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: January 3, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ara Sibel*

JAN 3 10 31 AM '95  
SECRETARY OF STATE  
STATE OF IDAHO

*Articles of Incorporation  
of  
Jay R. McKenzie Law Office, P.A.*

IDAHO SECRETARY OF STATE  
19950103 0900 53494 2  
CK #: 15040 DIST# 29753  
CORP  
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THE UNDERSIGNED natural person of the age of twenty-one years or more, who is duly licensed to practice the profession of law in the State of Idaho, and who is acting as Incorporator of a professional corporation under the Idaho Professional Service Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I: NAME

The name of this Corporation is: JAY R. MCKENZIE LAW OFFICE, P.A.

ARTICLE II: DURATION

The period of duration of this Corporation is perpetual.

ARTICLE III: PURPOSES

The purposes for which this Corporation is organized are:

a. To engage in and carry on the general practice of law under the laws of the State of Idaho through individuals duly authorized to practice law in the State of Idaho.

b. To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments.

c. To exercise all powers now granted, or which in the future may be granted, by the Idaho Business Corporation Act to corporations formed thereunder, subject to any limitations imposed by any provision of any other statute of the State of Idaho, including the Idaho Professional Service Corporation Act.

#### ARTICLE IV: SHARES OF STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 shares of no par value stock. There shall be one class of common stock which shall have the same rights and preferences. Stock shall be issued only to persons who are licensed to practice law in the State of Idaho.

#### ARTICLE V: AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

#### ARTICLE VI: SHAREHOLDER RIGHTS

The authorized and treasury shares of this Corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Stock

shall be issued only to persons who are licensed to practice law in the State of Idaho.

#### ARTICLE VII: CAPITALIZATION

The Corporation will not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares.

#### ARTICLE VIII: INITIAL OFFICE AND AGENT

The address of this Corporation's initial registered office and the name of its initial registered agent at such address is:

JAY R. MCKENZIE  
5 East Oneida  
Preston, Idaho 83263

#### ARTICLE IX: DIRECTORS

The Corporation shall be governed by a Board of Directors consisting of no less than one and no more than three directors. Directors shall be stockholders in the Corporation and shall be elected by the stockholders.

The number of Directors constituting the initial Board of Directors is one (1), and the name and post office address of the person who shall serve as Director until his successor is elected and qualify is:

JAY R. MCKENZIE  
5 East Oneida  
Preston, Idaho 83263

ARTICLE X: LIMITATION OF DIRECTOR LIABILITY

The personal liability of a director, to the corporation or its stockholders, for monetary damages for breach of fiduciary duty as a director, is eliminated to the full extent provided for by Idaho Code Section 30-1-54(2).

ARTICLE XI: INCORPORATOR

There is one (1) Incorporator, whose name and address is as follows:

JAY R. MCKENZIE  
5 East Oneida  
Preston, Idaho 83263


DATED this 30th day of December, 1994.

INCORPORATOR

  
JAY R. MCKENZIE

STATE OF IDAHO        )  
                              ) ss.  
COUNTY OF FRANKLIN )

On this 30th day of December, 1994, before me, a Notary Public in and for said State, personally appeared JAY R. MCKENZIE, 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.

  
NOTARY PUBLIC  
Residing at: Preston, Idaho  
My Commission Expires: 7-7-2000