

FILED/EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION OF
JOHN K. GATCHEL, CHARTERED

The undersigned, being a natural person licensed under the laws of the State of Idaho, in order to form a professional services corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Professional Services Corporation Act of the State of Idaho, does hereby certify as follows:

FIRST

The name of the corporation is JOHN K. GATCHEL, CHARTERED.

SECOND

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

(a) This corporation is formed and organized for the sole and specific purpose of rendering professional services to the public by persons specifically licensed and authorized under the laws of the State of Idaho to engage in the practice of law. The corporation shall carry on the practice of law and render professional services only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the law in accordance with all rules and professional conduct promulgated by the Idaho Bar Association. The professional services rendered by this corporation shall include the practice of law, and the rendering of all other and additional or like services ancillary to, or in connection with, or as normally related to the practice of law by licensed attorneys in the State of Idaho.

(b) This corporation may not engage in any business other than the rendering of professional services as herein set forth, provided, however, that 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 to own real estate and personal property necessary for the rendering of professional services by the corporation.

(c) Pursuant to and within the limitations aforementioned, the officers and directors of this corporation shall have and exercise, on behalf of this corporation, all of the statutory powers conferred upon corporations by the provisions of Title 30 of the Idaho Code, as limited by the provisions of Chapter 13 of Title 30 of the Idaho Code, as such provisions exist or as they may from time to time be amended.

THIRD

This corporation is a perpetual entity.

IDAHO SECRETARY OF STATE

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FOURTH

The aggregate number of shares which the corporation has the authority to issue is 5,000 shares of common stock, all of one class, at par value of \$1.00 each.

(a) The capital stock of the corporation may only be issued to an individual who is a duly licensed attorney or otherwise legally authorized in good standing to practice law within the State of Idaho.

(b) Common stock of this corporation passing by the operation of law or by the laws of descent and distribution, or by other legal fashion to any person, firm or other individual or organization, who is at the time not a licensed attorney or otherwise legally authorized to practice law under the laws of the State of Idaho, shall be transferred to this corporation and this corporation shall pay for such stock in the fashion and in accordance with the provisions of the bylaws of this corporation.

(c) 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 in individual licensed to practice law under the laws of the State of Idaho, shall be recognized or effective.

(d) If any individual stockholder, as herein provided, shall become disqualified to render professional services within the State of Idaho, or accepts employment that, pursuant to 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 be forthwith returned to this corporation and this corporation shall pay for such common stock in the fashion and in accordance with the provisions of the bylaws of this corporation.

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

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

FIFTH

The location and post office address of the registered office of the corporation is 828 Center Avenue, Payette, Idaho 83661, and the name of the registered agent of the corporation who may be found at that address is John K. Gatchel.

SIXTH

The name and post office address of the incorporator are as follows:

John K. Gatchel P.O. Box 195, Payette, ID 83661

SEVENTH

The name and post office address of the initial director of the corporation, appointed by the incorporator to serve until the first election of directors, are as follows:

John K. Gatchel P.O. Box 195, Payette, ID 83661

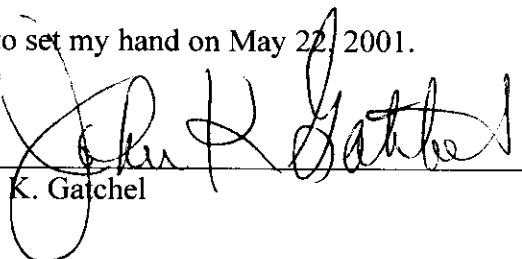
EIGHTH

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

NINTH

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. The initial board of directors shall number one. 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 WITNESS WHEREOF, I have hereunto set my hand on May 22, 2001.



John K. Gatchel