



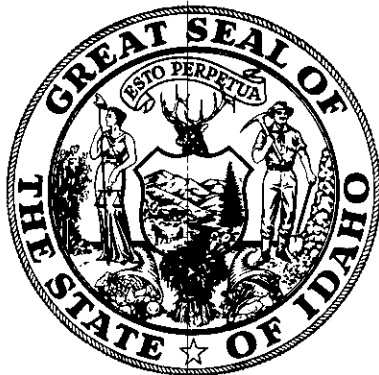
CERTIFICATE OF INCORPORATION  
OF

SCHOENHUT, GORDON & EKLUND, P.A.

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: April 3, 1985



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF IN CORPORATION  
OF  
SCHOENHUT, GORDON & EKLUND, P.A.

The undersigned natural persons, duly licensed by the Supreme Court of Idaho to practice law in the State of Idaho, hereby establish a professional service corporation pursuant to Title Thirty, Chapter Thirteen of the Idaho code, and adopt the following Articles of Incorporation:

1. NAME. The name of the Corporation is SCHOENHUT, GORDON & EKLUND, P.A.

2. DURATION. The Corporation shall have perpetual existence.

3. PURPOSE AND POWERS. (a) The Corporation is organized solely for the purpose of conducting the practice of law only through persons qualified and licensed to practice the profession of law in the State of Idaho. Such persons shall practice the profession of law in accordance with all rules for professional conduct promulgated by the Supreme Court of the State of Idaho, and the Corporation shall at all times comply with these standards of professional conduct.

(b) The Corporation may exercise the powers and privileges now or hereafter conferred upon corporations by Idaho law in furtherance of and subject to the limitations stated in the preceding paragraph designed 3(a).

4. QUALIFICATION OF SHAREHOLDERS. All shareholders of the

Corporation shall be persons duly licensed by the Supreme court of the State of Idaho to practice law in the State of Idaho and shall not accept employment that places restrictions or limitations on their continued practice of law. they shall also be individuals who, except for time spent for illness, accident, in the armed services, on vacations, and on leaves of absence not to exceed one (1) year, are actively engaged in the practice of law in the offices of the Corporation. All shares of any shareholder who ceases to be eligible to be a shareholder of the Corporation shall be sold or transferred in accordance with the provisions of paragraph 7.

5. AUTHORIZED SHARES. The aggregate number of shares which the Corporation shall have authority to issue is 60,000 common shares, each having no par value.

6. VOTING. (a) Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the Corporation. Cumulative voting for the election of directors is not permitted.

(b) No shareholder of the Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with authority to exercise the voting power of any or all of his stock.

7. TRANSFER OF SHARES. (a) No shares shall be transferred or sold except to a qualified person as described in Article 4; and

(b) Any transfer or sale of stock must first be approved at a stockholder's meeting specially called for such purpose.

(c) The price to be paid by the Corporation or any other purchaser and the schedule of payments shall be as specified in the Bylaws, and if no price or schedule is so specified, the price shall be the pro rate net book value thereof as of the last day of the month preceding the date of purchase and payment shall be made in cash against receipt of the shares.

(d) After any shareholder ceases to be eligible to be a shareholder, the Corporation shall purchase all of the shares he owns and such shares shall be transferred according to the Bylaws.

8. INITIAL DIRECTORS. Three (3) directors shall constitute the initial board, their names and addresses being as follows:

Philip H. Gordon	P.O. Box 1719, McCall, Idaho
James L. Schoenhut	P.O. Box 1011, McCall, Idaho
Kenneth W. Eklund	P.O. Box 61, McCall, Idaho

The President of the Corporation shall be a shareholder and managing partner. All other officers of the Corporation shall be shareholders.

9. MANAGEMENT OF CORPORATION. The business affairs of the Corporation shall be managed by the shareholders of the

Corporation.

A managing partner and a Board of Directors (if established through the Bylaws) shall be authorized to manage so much of the business and affairs of the Corporation as shall from time to time be delegated by the shareholders by means of Bylaws or otherwise.

The right to adopt, amend or repeal the Bylaws and to adopt new Bylaws is reserved to shareholders.

10. ADDRESS. The address of the initial registered office of the Corporation is 803 North 3rd Street, McCall, Idaho. The Corporation may conduct part or all of its business in any other part of Idaho. *The registered agent at 803 North 3rd Street, McCall, Idaho shall be Kenneth W. Eklund.*

11. CERTIFIED COPY. A copy of these Articles and all amendments made to them shall be filed with the Secretary of State.

12. NAMES AND ADDRESSES OF INCORPORATORS. The name and address of each incorporator are:

Philip H. Gordon  
James L. Schoenhut  
Kenneth W. Eklund

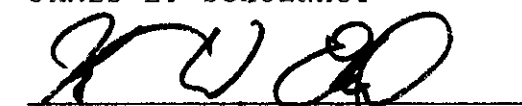
P.O. Box 1719, McCall, Idaho  
P.O. Box 1011, McCall, Idaho  
P.O. Box 61, McCall, Idaho

DATED this \_\_\_\_\_ day of March, 1985.



PHILIP H. GORDON

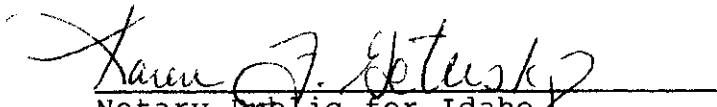
  
JAMES L. SCHOENHUT

  
KENNETH W. EKLUND

STATE OF IDAHO                    )  
  ) ss.  
County of Valley                 )

On this 1st day of April, 1985, before me, a Notary Public in and for the State of Idaho, personally appeared PHILIP H. GORDON, known 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 mutual, Idaho

STATE OF IDAHO                    )  
  ) ss.  
County of Valley                 )

On this 1st day of April, 1985, before me, a Notary Public in and for the State of Idaho, personally appeared JAMES L. SCHOENHUT, known 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

STATE OF IDAHO                    )  
  ) ss.  
County of Valley                 )

On this 1st day of April, 1985, before me, a Notary Public in and for the State of Idaho, personally appeared KENNETH W. EKLUND, known 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.

Marilyn Schoenhuber  
Notary Public for Idaho  
Residing at Paradise, Idaho