

FILED

ARTICLES OF INCORPORATION

98 OCT 20 AM 8:43

OF

SECRETARY OF STATE
STATE OF IDAHO

BRIAN E. ELKINS, P.C.

The undersigned incorporator, who is duly licensed and authorized to render professional services to the public as an attorney at law, hereby adopts the following Articles of Incorporation for such corporation pursuant to Idaho Code § 30-1301, *et seq.*, and under the Idaho Business Corporation Act.

1. **NAME.** The name of the professional corporation, as authorized under Idaho Code § 30-1311, is Brian E. Elkins, P.C.
2. **AUTHORIZED SHARES.** The aggregate number of shares the corporation is authorized to issue shall be one thousand (1,000), all of which shall be common voting stock.
3. **REGISTERED OFFICE AND AGENT.** The registered office of the corporation is 208 Spruce Avenue North, P.O. Box 766, Ketchum, Idaho, 83340, and its registered agent at that address is Brian E. Elkins.
4. **INCORPORATOR.** The name of the incorporator is Brian E. Elkins and the incorporator's address is 208 Spruce Avenue North, P.O. Box 766, Ketchum, Idaho, 83340.
5. **CORPORATE PURPOSE.** The purpose for which this corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and pursuant to Idaho Code § 30-1301, *et seq.*
6. **BOARD OF DIRECTORS.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under Idaho Code § 30-1-732. The number of directors constituting the initial board of directors shall be one (1). The number of directors of the corporation shall be fixed from time to time by or in the manner provided in the bylaws.
7. **VOTING.** The corporation elects to have preemptive rights. At all meetings of shareholders of this corporation, every shareholder of record shall be entitled to one vote for every share of stock standing in his or her name on the books of this corporation and cumulative voting of shares is hereby authorized.
8. **BYLAWS.** Provisions for the regulation of the internal affairs of this corporation are as set forth in the bylaws of this corporation.

IDAHO SECRETARY OF STATE

10/20/1998 09:00

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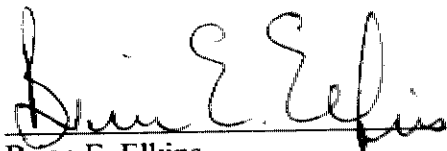
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ARTICLES OF INCORPORATION OF BRIAN E. ELKINS, P.C. - 1

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9. **INDEMNIFICATION.** The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter by amendment but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this 19 day of October, 1998.

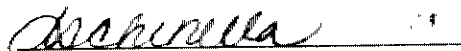


Brian E. Elkins
Incorporator

STATE OF IDAHO)
) ss.
County of Blaine)

On this 19 day of October, 1998, before me, the undersigned notary public in and for said State, personally appeared Brian E. Elkins, known to me or proven to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

IN WITNESS WHEREOF I HEREUNTO AFFIX MY HAND AND OFFICIAL SEAL.



Notary Public for Idaho

Residing at: Bureau

Comm. expires: 3/2003

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