

FILED/EFFECTIVE

ARTICLES OF INCORPORATION
OF
PALMER & HAENEL, P.C.

FEB 14 1 26 PM '00

SEC. 1

ARTICLE I

Name

The name of the corporation (the "Corporation") is PALMER & HAENEL, P.C.

ARTICLE II

Purpose

(1) The purpose of the Corporation is to engage in every phase and aspect of rendering legal services to the public under the laws of the State of Idaho.

(2) The Corporation shall render such professional services only through individuals who are legally authorized to practice said profession in the State of Idaho; provided that clerks, secretaries, bookkeepers, technicians and other assistants who are not usually and ordinarily considered by custom and practice to be rendering such professional services to the public may be employed by the Corporation.

(3) The Corporation shall not engage in any business other than the rendering of the professional services for which it is incorporated; except that the Corporation may invest its funds in real estate, personal property, mortgages, stocks, bonds, insurance, or any other kind of investments approved by its directors.

ARTICLE III

Authorized Shares

The total authorized number of shares of the Corporation is Ten Thousand (10,000) shares of common stock.

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ARTICLE IV

Directors

The number of directors of the Corporation and the manner in which such directors are to be elected shall be as set forth in the bylaws. The name and address of the initial directors are:

Jacque L. Palmer 5178 S. Sweetgrass Way
Boise, Idaho 83716

David J. Haenel 5178 S. Sweetgrass Way
Boise, Idaho 83716

The term of the initial directors shall expire at the first shareholders' meeting at which directors are elected.

ARTICLE V

Shareholders' Rights

1. Shareholders of the Corporation have no preemptive rights to acquire additional shares issued by the Corporation.

2. Holders of common stock shall be entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE VI

Voting Rights

1. Holders of common stock shall have unlimited voting rights.

2. At each election of directors, every shareholder entitled to vote at such election has the right to vote the number of shares of stock held by such shareholder for each of the directors to be elected. No cumulative voting for directors shall be permitted.

ARTICLE VII

Prohibited Stock Issuance

The Corporation shall not issue any shares of its capi-

tal stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render in the State of Idaho the professional services for which the Corporation has been formed.

ARTICLE VIII

Prohibited Transfer of Voting Rights

No shareholder of the Corporation shall execute a voting trust agreement, power of attorney, proxy or any other kind of agreement vesting another person with the authority to exercise the voting power of any or all of his stock unless such other person is eligible to be a shareholder of the Corporation.

ARTICLE IX

Prohibited Transfer of Shares

All shareholders of the Corporation shall be duly licensed to practice law in the State of Idaho. No shareholder of the Corporation shall sell or transfer his shares except to another individual who is eligible to be a shareholder of the Corporation.

ARTICLE X

Limitation on Liability of Directors

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for his or her conduct as a director, which conduct takes place on or after the date this Article becomes effective, except for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (ii) conduct violating Idaho Code 30-1-833, or (iii) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If, after this Article becomes effective, the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director of the Corporation

for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. This provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date this Article becomes effective.

ARTICLE XI

Disqualification

If any individual through whom the Corporation renders professional services, or any other individual who serves as a director or officer (other than the secretary or treasurer) of the Corporation becomes legally disqualified to render the professional services for which the Corporation was formed in the State of Idaho, he shall forthwith sever all employment with, and financial interest in, the Corporation.

ARTICLE XII

Registered Office

The address of the registered office of the Corporation is 877 W. Main, Suite 502, Boise, Idaho, and the name of the registered agent at such address is David J. Haenel.

ARTICLE XIII

Incorporator

The name and address of the incorporator is:

Name

Address

David J. Haenel

877 W. Main, Suite 502
Boise, Idaho 83702

ARTICLE XIV

Amendment of Articles

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and

directors are subject to this reserved power.

DATED: 2.12-00.


David J. Haenel