



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**WEATHERBY & ASSOCIATES, INC.**

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: December 20, 1989



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

DEC 20 9 07 AM '88  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
WEATHERBY & ASSOCIATES, INC.

The undersigned, acting as Incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is WEATHERBY & ASSOCIATES, INC.

SECOND: The period of its duration is perpetual, unless dissolved by action of the stockholders or by operation of law.

THIRD: The purpose or purposes for which the corporation is organized are: the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The corporation shall have authority to issue 100 shares, all of one class, no par value.

FIFTH: Provisions denying preemptive rights are: NONE.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: NONE.

SEVENTH: The address of the initial registered office of the corporation is 2302 Malad, Boise, Idaho, 83705, and the name of its initial registered agent at such address is DANA LYNN WEATHERBY.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is two (2), and the name and address of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

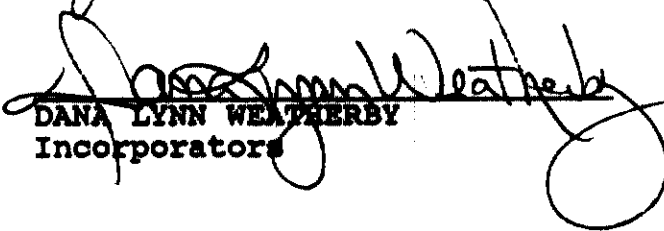
<u>NAME</u>	<u>ADDRESS</u>
JAMES B. WEATHERBY	2302 Malad Boise, Idaho 83705
DANA LYNN WEATHERBY	2302 Malad Boise, Idaho 83705

NINTH: The name and address of each Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
JAMES B. WEATHERBY	2302 Malad Boise, Idaho 83705
DANA LYNN WEATHERBY	2302 Malad Boise, Idaho 83705

Dated this 20th day of December, 1989.

  
JAMES B. WEATHERBY

  
DANA LYNN WEATHERBY  
Incorporators