

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

JOHNSON AND MEIKLE, P.A.

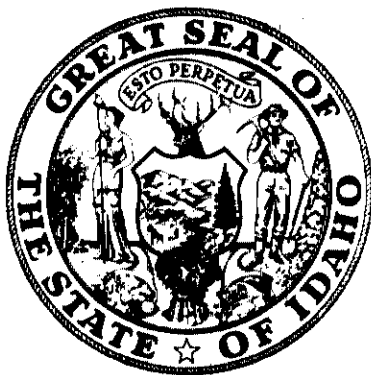
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

JOHNSON LAW OFFICE, CHARTERED

duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated July 13, 19 91



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Richard*

Corporation Clerk

RESTATED  
ARTICLES OF INCORPORATION  
OF

RECEIVED  
SEC. OF STATE  
'91 JUL 15 AM 9 32

JOHNSON AND MEIKLE P.A.

to be known as

JOHNSON LAW OFFICE, CHARTERED

The undersigned hereby restate the Articles of Incorporation of Johnson and Meikle P.A., a professional service corporation under the laws of the state of Idaho, as follows:

ARTICLE ONE

The name of the corporation is to be Johnson Law Office, Chartered.

ARTICLE TWO

The period of the corporation's duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the corporation is organized is to:

(1) conduct the practice of law only through persons qualified to practice law in the state of Idaho. Such persons shall practice the profession of law in accordance with all rules of professional conduct promulgated by the Supreme Court of the state of Idaho. The corporation shall, at all times, comply with standards of professional conduct promulgated by such court.

(2) engage in the practice of law; to appear in a representative capacity as an attorney; to draw papers, pleadings

or documents; to perform any act in connection with the legal proceedings before a federal, state, or city court or any subdivision thereof; to advise or direct others as to civil or criminal law; to enforce, settle, adjust or compromise defaults, disputes, or claims; to prepare, draw, or assist in the preparation or drawing of any papers relating to the rights of others; and to prepare, draw, procure, and assist in preparing or drawing of affidavits, deeds, wills, conveyances, and mortgages.

(3) to do all and everything necessary and proper for the accomplishment of the objectives hereinbefore enumerated, necessary, or incidental to the protection and benefit of the corporation.

The foregoing clauses shall be construed both as purposes and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict, in any manner, the powers of the corporation; and they are in furtherance of, in addition to, and not in limitation of the general powers conferred by the laws of the state of Idaho, provided that no purpose stated above will authorize this corporation to be organized for or to transact any business in this state which is prohibited by the Idaho Professional Service Corporation Act, as now written or as hereafter amended; and it is further provided that no purpose stated above will authorize this corporation to violate any other law, statute, regulation or ordinance of Idaho, or the Government of the United States of America.

#### ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is fifty thousand (50,000) shares of common stock with no par value. Of the common stock, 20,000 shares are entitled to vote on the amendment to these articles of incorporation. There is no other class of stock authorized to vote on the amendment to these articles of incorporation nor is there any other shares of stock outstanding than the above stated amount.

#### ARTICLE FIVE

The address of the initial registered office of the corporation is 1020 West 33rd North, Idaho Falls, Idaho 83401, and the name of its initial registered agent at such address is David A. Johnson.

#### ARTICLE SIX

The corporation will not commence business until it has received for the issuance of shares consideration of the value of at least Five Thousand Dollars (\$5,000.00) consisting of money, labor and property actually received.

#### ARTICLE SEVEN

The number of directors constituting the board of directors of the corporation is one (1), and the name and address of the person who is to serve as director until the next annual meeting of shareholders or until a successor is elected and shall qualify is:

Name

Address

David A. Johnson

1020 West 33rd North  
Idaho Falls, Idaho 83401

#### ARTICLE EIGHT

Except for the designated amendments as set forth herein, these restated articles of incorporation, as amended correctly, set forth without change the corresponding provisions of the articles of incorporation as therefore amended; and the restated articles of incorporation, together with the designated amendment, supersedes the original Articles of Incorporation of Johnson and Meikle P.A. and all amendments thereto.

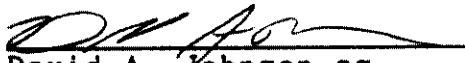
#### ARTICLE NINE

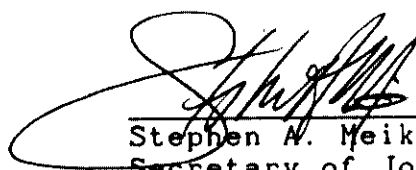
This amendment to the Articles of Incorporation was adopted unanimously on July 8, 1991, by both the board of directors and by the shareholders. See exhibits A & B. attached.

#### ARTICLE TEN

This restated articles of incorporation amends Articles One, Four, Five, and Seven and adds articles Eight, Nine, and Ten.

DATED: This 12 day of ~~June~~<sup>July</sup>, 1991.

  
David A. Johnson as  
President of Johnson & Meikle  
P.A.

  
Stephen A. Meikle as  
Secretary of Johnson &  
Meikle P.A.

STATE OF IDAHO                    )  
  ) ss  
County of Bonneville            )

I, Renae Acor, a notary public, do certify that on July 12, 1991, personally appeared before me David A. Johnson and

4 - ARTICLES OF INCORPORATION

Stephen A. Meikle, who being by me first duly sworn, declared that they are respectfully the president and secretary of Johnson and Meikle P.A., that they respectfully signed the foregoing document as president and secretary of the corporation, and that the statements therein contained are true.



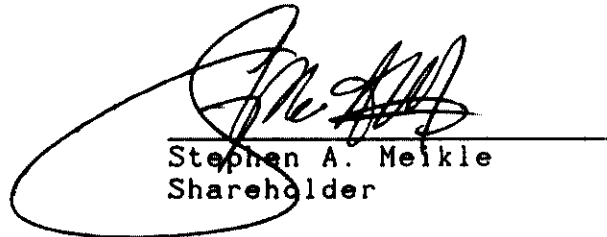
Renae Acor

Notary Public for Idaho

My Commission Expires: 10/19/96



David A. Johnson  
Shareholder



Stephen A. Meikle  
Shareholder

STATE OF IDAHO                    )  
  )   ss  
County of Bonneville            )

I, Renae Acor, a notary public, do certify that on July 12, 1991, personally appeared before me David A. Johnson and Stephen A. Meikle, who being by me first duly sworn, declared that they are the entire group of shareholders and the entire board of directors of Johnson and Meikle P.A., and that they signed the foregoing document as individuals, as shareholders, and as directors, and that the statements therein contained are true.



Renae Acor

Notary Public for Idaho

My Commission Expires: 10/19/96

UNANIMOUS ACTION OF SHAREHOLDERS  
IN LIEU OF  
MEETING OF SHAREHOLDERS

We, the undersigned, being all of the shareholders of Johnson and Meikle P A., so hereby act, pursuant to the provisions of Section 30-1-145 of the Idaho Business Corporation Act to conduct the following business:

1. Waiver of Notice

The undersigned do hereby waive notice of the time, place, and purposes of the annual meeting of the shareholders of Johnson and Meikle P A.

2. Agreement to Unanimous Action in lieu of Meeting

The undersigned do hereby agree to conduct the business of this special meeting of the shareholders of Johnson and Meikle P.A. by unanimous agreement as contained in this agreement.

3. The undersigned do hereby approve of the following actions by the board of directors:

a. The change of the corporation name to Johnson Law Office, Chartered.

b. The reduction of the number of directors to one (1).

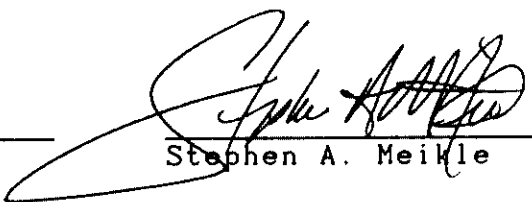
c. The election of David A. Johnson as the one director, president and secretary of the corporation.

5. Adjournment

The undersigned, having no other business to present, agree to adjourn this meeting of the shareholders.

IN WITNESS WHEREOF, we have hereunto set our names this 8 day of July, 1991.

  
David A. Johnson

  
Stephen A. Meikle

UNANIMOUS ACTION OF DIRECTORS  
IN LIEU OF  
MEETING OF BOARD OF DIRECTORS

We, the undersigned, being all of the members of the board of directors of Johnson and Meikle, P.A., so hereby act, pursuant to Section 30-1-44 of the Idaho Business Corporation Act, to consent to, authorize and approve the adoption of the following resolutions and to waive the holding of the directors' meeting for the purpose of considering the same:


"RESOLVED, that the name of the corporation be amended from Johnson and Meikle P.A. to Johnson Law Office, Chartered.

"IT IS FURTHER RESOLVED that the directors of the corporation shall file with the secretary of state of the state of Idaho restated articles of incorporation in the form attached hereto as Exhibit A, and that Exhibit A with any and all amendments to the original articles of incorporation be the current and valid articles of incorporation.

There being no other business to be brought before and acted upon, the meeting of the board of directors of Johnson and Meikle P.A. is adjourned.

DATED: July 11, 1991

  
David A. Johnson

  
Stephen A. Meikle