

# State of Idaho

## Department of State

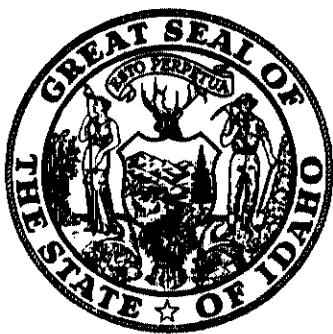
### CERTIFICATE OF INCORPORATION OF

ARNOLD, CLAPIN AND HENRY, CHARTERED

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: March 5, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By Valerie Taylor

ARTICLES OF INCORPORATION

LAW OFFICES OF ARNOLD, CLAPIN AND HENRY

MAR 5 4 40 PM '93  
CHARTERED  
SECRETARY OF STATE

The undersigned, natural persons acting as incorporators in order to form a professional service corporation under the provisions of the Title 30, Chapter 13, Idaho Code and Title 30, Chapter 1, Idaho Code, adopt the following Articles of Incorporation:

ARTICLE I.

Name. The name of the corporation is Law Offices of Arnold, Clapin and Henry, Chartered.

ARTICLE II.

Purposes. The purposes and objects for which this corporation is formed are:

(a) To engage in the practice of law and render legal services to the public, having as its shareholders only natural persons licensed to practice law within the state of Idaho.

(b) To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act except to the extent that such provisions are in conflict with the specific provisions of Chapter 13, entitled "Professional Service Corporations."

ARTICLE III.

Duration. The corporation is to have perpetual existence except to the extent contrary to law.

ARTICLE IV.

Registered Office and Agent. The address of the initial registered office of the corporation is 3010 West State Street, Suite 104, Boise, Idaho 83703. The initial registered agent of the corporation is Steven W. Arnold.

ARTICLE V.

Incorporators. The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Steven W. Arnold	H.C. 33, Box 2150 Boise, Idaho 83706

Michael A. Clapin

918 Ironside Drive  
Boise, Idaho 83706

Thomas R. Henry

918 Ironside Drive  
Boise, Idaho 83706

#### ARTICLE VI.

Aggregate shares. The aggregate number of shares which the corporation shall have authority to issue is One Thousand Five Hundred (1,500) shares of no par value.

#### ARTICLE VII.

Stockholder Management of the Corporation. Pursuant to the authority granted in Section 30-1-35, Idaho Code, the business and affairs of the corporation shall be managed and directed by all the stockholders of the corporation, acting as a governing board, and having and exercising in the manner set forth in the Bylaws, all those powers and duties conferred or imposed by law upon a board of directors.

All meetings of stockholders of the corporation shall be considered not only as a meeting of stockholders, as provided under the laws of the State of Idaho, but also as a meeting of the governing board of stockholders, and such body may be referred to herein as the "Governing Board."

#### ARTICLE VIII.

Initial Members of the Governing Board. The number of stockholders constituting the initial Governing Board shall be and is three (3), and thereafter the number of members of the Governing Board shall be the same as the number of stockholders of the corporation. The names and addresses of the members of the initial Governing Board who are to serve as the Governing Board until the first annual meeting of the Governing Board is as follows:

<u>Name</u>	<u>Address</u>
Steven W. Arnold	H.C. 33, P.O. Box 2150 Boise, Idaho 83706
Michael A. Clapin	918 Ironside Drive Boise, Idaho 83706
Thomas R. Henry	918 Ironside Drive Boise, Idaho 83706

#### ARTICLE IX.

Restriction on Transfer of Shares. The transfer of shares of

the corporation is subject to the limitations set forth in Section 30-1310, Idaho Code, and as more particularly described in the Bylaws of the corporation. The restriction shall be noted conspicuously on the face of all share certificates.

#### ARTICLE X.

Amendment of Articles and Bylaws. The initial Bylaws of the corporation shall be adopted by a majority of the Governing Board. A majority of the Governing Board shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws. The corporation reserves the right to amend, alter or repeal these Articles of Incorporation in the manner prescribed by law, by a majority vote of the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5<sup>th</sup> day of March, 1993.

INCORPORATORS:

Steven W. Arnold  
Steven W. Arnold

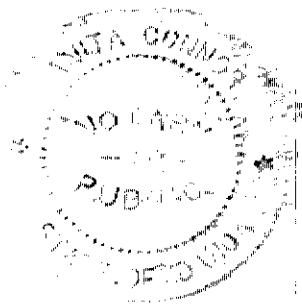
Michael A. Clapin  
Michael A. Clapin

Thomas R. Henry  
Thomas R. Henry

State of Idaho      )  
                      ) ss.  
County of Ada      )

On this 5<sup>th</sup> day of March, 1993, before me the undersigned notary public in and for the state of Idaho, personally appeared Steven W. Arnold, Michael A. Clapin and Thomas R. Henry, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me under oath that they, and each of them, executed the same.

In witness whereof, I have hereunto set my hand and affixed my seal, the day and year above written herein.



Anita Coraak

Notary Public for the state of Idaho

Residing at: Boise

My Commission expires: 12/13/97

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