



CERTIFICATE OF INCORPORATION  
OF

**HICKS & FRACHISEUR, CHARTERED**

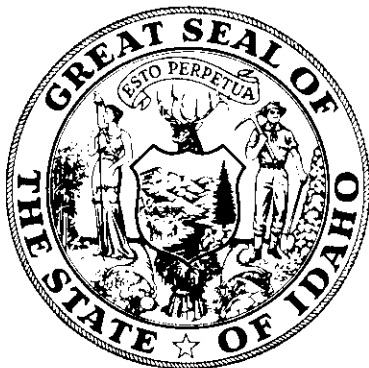
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**HICKS & FRACHISEUR, CHARTERED**

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: **April 25, 1983**



SECRETARY OF STATE

by: \_\_\_\_\_

'83 APR 25 AM 11 08

ARTICLES OF INCORPORATION

OF

HICKS & FRACHISEUR, CHARTERED

SECRETARY OF  
STATE

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States of America and duly licensed to practice the profession of law in the State of Idaho, do hereby form a Corporation under the provisions of Chapter 13, Title 30, Idaho Code, and do hereby adopt the following Articles of Incorporation:

I.

The name of this Corporation shall be HICKS & FRACHISEUR, CHARTERED.

II.

The term of existence of this Corporation shall be perpetual.

III.

The location and registered office of this Corporation shall be 210 South 3rd East, Mountain Home, Idaho 83647, and the registered agent of the Corporation shall be Francis H. Hicks at that address. The mailing address of the Corporation shall be P. O. Box 724, Mountain Home, Idaho 83647.

IV.

The authorized capital stock of this Corporation shall be \$15,000.00 divided into 150 shares of the par value of \$100.00. All of the stock shall have the same powers and voting rights and shall be non-assessable.

V.

The sole and specific purpose for which this Corporation is organized shall be the general practice of law in this state and elsewhere.

VI.

The holder or holders of any shares in this Corporation may not transfer said shares or any of them to any person other than the Corporation or another holder of shares in this Corporation without first offering to sell such shares to the Corporation, and if the Corporation declines, within 30 days of such offer, to purchase such shares at the price offered by a non-stockholder, then the holder of the shares for sale must offer the same to the other share holders at the same price, and in proportion to the number of shares held by each. If such shareholders also decline to meet such offer of purchase, then the shares may be sold to any other qualified person, at a price not less than that offered to the Corporation or the shareholders.

VII.

Three directors shall constitute the initial board of directors. Those directors, who are to serve until the first annual meeting of stockholders or until their successors be elected and qualified are as follows:

Francis H. Hicks, 295  
South 3rd East, Mountain  
Home, Idaho 83647;

E. R. Frachiseur, 400  
West 7th South, Mountain Home, Idaho 83647;

George G. Hicks, 730  
South 10th East, Mountain Home, Idaho 83647.

VIII.

The names and addresses of the incorporators are as follows:

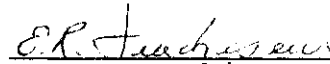
Francis H. Hicks, 295  
South 3rd East, Mountain Home, Idaho 83647;

E. R. Frachiseur, 400  
West 7th South, Mountain Home, Idaho 83647;

George G. Hicks, 730  
South 10th East, Mountain Home, Idaho 83647.

IN WITNESS WHEREOF, We, the undersigned, FRANCIS H. HICKS, E. R. FRACHISEUR, and GEORGE G. HICKS, being the incorporators above-named, have hereunto set our hands this 13th day of April, 1983.

  
Francis H. Hicks

  
E. R. Frachiseur

  
George G. Hicks

STATE OF IDAHO            )  
                              )   ss.  
County of Elmore         )

On this 13th day of April, 1983, before me, the under-  
signed, a Notary Public in and for said State, personally  
appeared FRANCIS H. HICKS, E. R. FRACHISEUR and GEORGE G.  
HICKS, known to me to be the persons whose names are subscrib-  
ed to the foregoing instrument, and acknowledged to me that  
they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and af-  
fixed my official seal the day and year in this certificate  
first above written.

Charlene Sangrey  
Notary Public for Idaho  
Residing at Mtn. Home, Idaho