

**FILED EFFECTIVE****ARTICLES OF INCORPORATION**

2004 NOV 30 PM 4:08

**OF****BIRCH CONSULTING GROUP, INC.**

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

**I**

The name of the Corporation is BIRCH CONSULTING GROUP, INC.

**II**

The period of duration of this Corporation shall be perpetual.

**III**

The purpose or purposes for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation's Act.

**IV**

The aggregate number of shares which the Corporation shall have authority to issue is TEN THOUSAND AND NO/100'S (10,000) shares, all of which shall have no par value and which shall be of a single class, designated as common.

**V**

No stock in the Corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered by a writing for sale to each of the other stockholders of the Corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The writing shall set forth the price and terms and shall be sent by registered mail to each stockholder at the address listed on the Corporation's books. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders refuse the offer made as provided above or until they fail for a period of thirty (30) days after receipt of the written offer to accept the same by compliance with the terms therein set forth. Regulations as to the formalities and procedure to be followed in effecting the transfer shall be prescribed in the By-Laws of the Corporation.

ARTICLES OF INCORPORATION OF BIRCH CONSULTING GROUP, INC. - Pa  
Q:\WP\DOCS\Chenr.DMD-JPH\Birch, Ed 9620\Articles of Incorporation.wpd

IDAHO SECRETARY OF STATE

11/30/2004 05:00

P: 00000000 CT: 24405 BH: 779114

1 @ 100.00 = 100.00 CORP # 2

C 157531

## VI

The number of directors of the Corporation shall be as fixed in the By-laws of the Corporation. The initial board of directors shall consist of 2 directors, whose names and addresses are as follows:

Edward G. Birch  
P.O. Box 3524  
Hayden, Idaho 83835

Donna Lee Birch  
P.O. Box 3524  
Hayden, Idaho 83835

## VII

The address of the initial registered office of the Corporation is c/o WITHERSPOON, KELLEY, DAVENPORT & TOOLE, P.S., 608 Northwest Blvd., Suite 401, Coeur d'Alene, Idaho 83814, and the name of its initial registered agent at such address is JOEL P. HAZEL.

## VIII

The fiscal year of the corporation shall begin on the 1st day of January, and end on the 31st day of December in each year.

## IX

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

## X

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
JOEL P. HAZEL	608 Northwest Boulevard, Suite 401 Coeur d'Alene, ID 83814-2146

## XI

The corporation shall indemnify to the fullest extent permitted by the Idaho Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Idaho Business Corporation Act.

## XII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Idaho Business Corporation Act. No amendment to that Act that further limits the acts or

omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

XIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

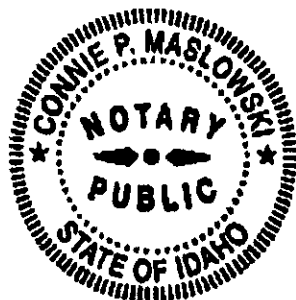
DATED this 30<sup>th</sup> day of November, 2004.

Joel Hazel  
Joel P. Hazel, Incorporator

STATE OF IDAHO           )  
                                  ) ss.  
County of Kootenai       )

On this 30<sup>th</sup> day of November, 2004, before me, the undersigned Notary Public in and for the said State, personally appeared JOEL P. HAZEL, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Connie P. Maslowski  
Notary Public for the State of Idaho  
Residing at: Coeur d'Alene  
Commission Expires: 02/27/09