

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

JON R. WILSON, CHARTERED
File number C 112220

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: October 2, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herald*

Oct 2 4 38 PM '95

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
STATE OF IDAHO

JON R. WILSON, CHARTERED

IDAHO SECRETARY OF STATE
102-095-0910:00 AM
Clerk's Office
153-0016578-016384
CORPORATION-PROFIT
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KNOW ALL MEN BY THESE PRESENTS: The undersigned, a legally competent, natural person of full age and a citizen of the United States, and a forming a professional service corporation under and pursuant to the provisions of the Professional Service Corporation Act of the State of Idaho and the Acts amendatory thereof and supplemental thereto, do hereby adopt the following Articles of Incorporation:

FIRST

The name of the Corporation is **JON R. WILSON, CHARTERED**

SECOND

The purposes and objects for which the corporation is formed are:

(a) To render legal professional services to the public by persons specifically licensed under the laws of the State of Idaho as attorneys to engage in the practice of law. Such persons shall practice the profession in accordance with the rules for professional conduct promulgated by the Supreme Court of the State of Idaho and/or such other State or court before which such persons are duly licensed.

(b) The corporation may not engage in any business other than the rendering of legal professional services as herein otherwise set forth, provided, however, this corporation by and through its officers and directors shall have the power and authority to invest the corporate funds in real estate, mortgages, stocks and like securities, bonds or any other type of investments and in real estate and personal property that may be necessary for the rendering of the professional services of the corporation, and within the limitations of Article Second, paragraphs (a) and (b), to use the powers of the following sections (c) through (g).

(c) To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description.

(d) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to

the same extent as natural persons might or could do, and without limit as to the amount.

(e) To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or associates, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon.

(f) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof.

(g) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as to the Board of Directors shall authorize, and as may be permitted by law.

(h) To establish for the benefit of its employees, one or more (i) pension plan, (ii) profit sharing plan, or (iii) other employee benefit, retirement and incentive compensation plans.

(i) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said state, or under any Act amendatory thereof or supplemental thereto or substituted therefor, provided the powers are not in conflict with the Professional Service Corporation Act.

(j) To render professional services as licensed attorneys through its officers, employees and agents who are properly and duly licensed or otherwise legally authorized to render such professional legal services within the State of Idaho,

(i) provided, however, that any officer, shareholder, agent or employee of this corporation shall remain personally and fully liable and accountable for any negligent or wrongful acts or misconduct committed by him, or by any person under his direct supervision and control, while rendering professional services on behalf of this corporation to the person for whom

such professional services were being rendered, and provided that this corporation shall be liable in addition thereto, up to the full value of its property for any negligent or wrongful acts or misconduct committed by any of its officer, shareholders, agents or employees while they are engaged on behalf of the corporation in the rendering of such professional services, and

(ii) provided, further, any officer, shareholder, agent or employee of this corporation who has been licensed to render professional services within this State, or is elected to a public office or accepts employment that, pursuant to the existing law, places restrictions or limitations upon his continued rendering of such professional services under the law, such person shall sever all employment with, and financial interest in, this corporation forthwith, and any capital stock of this corporation held by such individual shall be called immediately or the ownership thereof shall otherwise immediately be vested in persons qualified to be shareholders in accordance with the provisions hereof and the By-Laws of the corporation.

(k) To acquire, hold, sell, reissue or cancel any shares of its capital stock, provided, however:

(i) This corporation may not use its funds or property for the purchase of its common stock when such use would cause any impairment of the capital of this corporation;

(ii) The shares of its capital stock belonging to this corporation shall not be voted, directly or indirectly;

(iii) The capital stock of this corporation may only be issued to an individual who is a duly licensed attorney under the laws of the State of Idaho to practice the profession of law, and provided further that any common capital stock of this corporation may not be voted by any person or persons who are not at the time of such vote licensed attorneys in good standing under the laws of the State of Idaho.

(l) To call shares of its own capital stock: Any shares shall be callable. The call shall be by a vote of not less than 75 percent of the outstanding stock (not counting a disqualified shareholder's stock) at a duly called meeting, and at a price and

on a payment schedule specified in the By Laws. Upon disqualification of the shareholder, the call shall be made within 30 days after notice of the event by which any shareholder has ceased to be qualified to be a shareholder. A disqualified stockholder may not vote this stock as to the call thereof. Subject hereto, a share holder may transfer his stock to a person duly qualified to practice law in the State of Idaho after first having offered the stock to the corporation at the stock's fair value and the offer not being accepted.

The foregoing clauses are to be construed both as objects and powers, and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a professional corporation formed under the Professional Corporation Act of the State of Idaho, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do.

THIRD

The Corporation is to have perpetual existence.

FOURTH

The location of the initial registered office of the corporation is 2308 N. Cole Rd., Suite B, Boise, Idaho 83704, and the name of the initial agent is Jon R. Wilson.

FIFTH

There shall be only one class of capital stock of this corporation, which shall be designated as common stock, and such common stock shall be and consist of 1,000 shares at no par value.

(a) The capital stock of this corporation may only be issued to an individual who is duly licensed or otherwise legally authorized in good standing to practice law within the State of Idaho. The shareholder is required, except for absence not exceeding nine (9) months due to sickness or accident, or service in the armed services, or leaves of absence approved as required in the By-Laws, to be actively engaged in the practice of law in the offices of the corporation.

(b) Common stock of this corporation passing by operation of law, by the laws of descent and distribution, or in any other manner to any individual, firm or organization that is at that time not a licensed attorney under the laws of the State of Idaho, shall be

deemed immediately called unless the ownership of such shares shall be immediately vested in a person qualified to be a shareholder.

(c) If any individual shareholder, as is herein provided shall become disqualified to render professional legal services within the State of Idaho, or is elected to public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon such individual's continued rendering of such legal services, then the common stock of this corporation owned by said individual shall, upon fifteen (15) days' written notice to the registered owner and no protest being filed to such notice, be deemed called immediately or the ownership thereof shall otherwise immediately be vested in persons qualified to be shareholders in accordance with the provisions hereof and the By-Laws of the corporation.

(d) A shareholder of the common capital stock of this corporation may not transfer shares of this corporation except to other individual who is eligible to be a shareholder of this corporation in accordance with the provisions hereof and only after such sale or transfer shall, at a stockholders' meeting specifically called for such purpose, have been approved by not less than a majority of the outstanding stock of this corporation not including the shares of the shareholder proposing to sell or transfer such shares in the counting of the votes for any purpose at such meeting, unless all stockholders and all shares of stock vote in favor of a consent that such stock of the transferring shareholder be so voted.

(e) No voting trust, agreement or other type of arrangement, the effect of which would place the common capital stock of this corporation in any ownership other than a individual licensed to practice law under the laws of the State of Idaho, shall be recognized or effective.

(f) The stockholders shall have the power to include in the By-Laws, adopted by a two-thirds vote of all stockholders, any regulation or restrict governing sale, transfer, call or other disposition of the corporation's outstanding stock. Such provisions shall not affect rights of third parties without notice, unless evidence of this power is shown as a legend on the stock certificate.

SIXTH

The name and address, the professional status and the number of shares subscribed for by the incorporator, and the name of the initial director, are as follows:

<u>Name</u>	<u>Address</u>	<u>Professional Status</u>	<u>No. of Shares</u>
Jon R. Wilson	2308 N. Cole Rd. Suite B Boise, Idaho 83704	Licensed Attorney	100

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation to such extent, subject to such limitations as may be approved by two-thirds majority of all outstanding shares at a meeting specifically called and notice for such purpose.

EIGHTH

The number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the number of directors of the corporation shall not be less than one. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. Each director must be a licensed attorney in good standing under the laws of the State of Idaho. In electing directors, each stockholder has the right to vote the number of shares he owns for as many persons as there are directors to be elected.

NINTH

Stockholders of the corporation shall not have preemptive and preferential right of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible to stock.

TENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporation franchises, may be made by the Board of Directors upon

such terms and conditions as it may deem expedient and for the best interests of the corporation, under the laws of the State of Idaho.

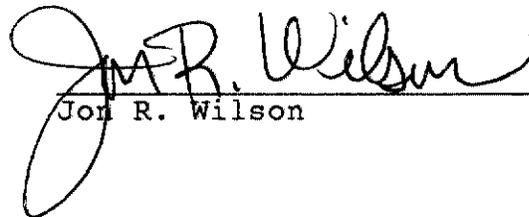
ELEVENTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interest in, or are directors or officers of such other corporation; any director individual, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interest in any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been made known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interest may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

TWELFTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws by an eighty percent majority vote of all directors, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a two-thirds vote of all stockholders, whether represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide, or except by a greater majority vote of all shareholders where specified in the By-Laws.

IN WITNESS WHEREOF, we have hereunto set our hands this 2nd day of October, 1995.



Jon R. Wilson