



ARTICLES OF INCORPORATION (Professional Service Corporation)

2014 SEP 25 PM 2:27

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, in order to form a Professional Service Corporation under the provisions of Title 30, Chapter 13, Idaho Code, submits the following articles of incorporation:

Article 1: The name of the professional corporation shall be:

Law Office of D. Blair Clark, PC

Article 2: The corporation is organized for the practice of the profession(s) of: law

Article 3: The number of shares the corporation is authorized to issue is: 100

Article 4: The street address of the registered office is: 1513 Tyrell Lane, Ste 130, Boise, ID 83706

and the registered agent at such address is: D Blair Clark

Article 5: The name and address of the incorporator are:

D Blair Clark

Article 6: The mailing address of the corporation shall be:

1513 Tyrell Lane, Ste 130, Boise, Idaho 83706

Optional articles:

This Professional Corporation shall be the converted entity as authorized by Title 30, Chapter 18, Part 4, of the Idaho Code. All property of the Limited Liability Company shall become property of the Corporation without transfer, conveyance, assignment, reversion, or impairment. All liabilities of the Limited Liability Company shall be the liabilities of the Corporation. Except as otherwise provided by law other than this chapter or plan of merger, all of the rights, privileges, immunities, powers, and purposes of each merging entity vest in the surviving entity. All provisions of Idaho Code Section 30-18-406, EFFECT OF CONVERSION, shall be in force and effect hereunder.

Signature of at least one incorporator:

Signature

Typed Name D Blair Clark

Signature

Typed Name

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE

09/23/2014 05:00

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Web Form

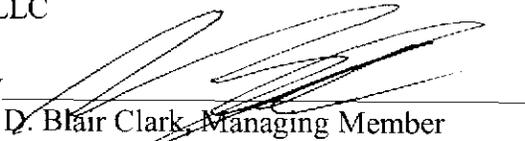
**PLAN OF CONVERSION OF LAW OFFICE OF D. BLAIR CLARK PLLC
TO LAW OFFICE OF D. BLAIR CLARK,PC**

LAW OFFICES OF D. BLAIR CLARK PLLC hereby submits the following Plan of Conversion to the Secretary of State of the State of Idaho pursuant to the Idaho Entity Transactions Act, Title 30, Chapter 18, Part 4, Idaho code, as follows:

1. The name of the converting limited liability company is: *Law Office of D. Blair Clark PLLC*.
2. The jurisdiction of formation of the limited liability company is *Idaho*. The date of formation of the limited liability company was *April 18, 2008*, and the file number issued to the limited liability company by the Idaho Secretary of State is *W73531*.
3. The limited liability company named above is converting to a Professional Corporation. The plan of conversion has been approved as required by Idaho law and the Operating Agreement of the converting entity. The sole member thereof, D. Blair Clark, has voted in favor of this conversion.
4. The manner of converting the interests in the converting entity into interests, securities, obligations, rights to acquire interests or securities, cash, or other property, or any combination of the foregoing, is that the sole Member of the converting entity will acquire 60 shares of the outstanding stock of the new converted entity. The remaining 40 shares will remain unissued at this time, and may be issued in the future.
5. The proposed public organic document of the converted entity are attached as required by Idaho Code §30-18-402. The name of the corporation is *Law Office of D. Blair Clark,PC*.
6. The full text of the private organic rules of the converted entity, i.e., the bylaws thereof, are attached hereto.
7. There are no other terms and conditions of the conversion, save that the converted entity shall adopt "Subchapter S" status with the Internal Revenue Service and acquire a new Employer Identification Number.

Dated this 18th day of September, 2014.

LAW OFFICES OF D. BLAIR CLARK
PLLC

by 
D. Blair Clark, Managing Member

LAW OFFICE OF D. BLAIR CLARK,PC

by 
D. Blair Clark, 40% Shareholder
Director and Office = 30.00 CONVERSION #2

W73531

BYLAWS
OF
LAW OFFICE OF D. BLAIR CLARK, PC

ARTICLE I: MEETINGS

Section 1. Meetings of shareholders shall be held at the registered office of the corporation unless another place shall have been determined by the directors and stated in the notice of meeting. Annual meetings shall be held at 10:00 o'clock a.m., on Tuesday of the last full week in January, unless a holiday, and then on the next business day.

Section 2. A majority of the stock issued and outstanding, either in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the shareholders.

Section 3. The following order of business shall be observed at all annual and special meetings of the stockholders so far as practicable:

- (a) Calling the roll.
- (b) Reading, correction and approval of minutes of previous meeting.
- (c) Reports of officers.
- (d) Reports of committees.
- (e) Election of directors.
- (f) Unfinished business.
- (g) New business.

ARTICLE II: CAPITAL STOCK

Section 1. The capital stock of this corporation shall be assessable, but the private property of the shareholders of this corporation shall not be subject to assessment or be liable for the

debts, obligations or liabilities of this corporation EXCEPT as required by the Idaho Professional Service Corporation Act.

Section 2. Shareholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible to stock of the corporation, and any such stock, treasury stock or obligation issued by the corporation shall first be offered to the shareholders of the corporation.

ARTICLE III: SHARES OF STOCK

Section 1. Certificates of stock shall be in a form adopted by the board of directors and shall be signed by the president and the secretary and be attested by the corporate seal.

Section 2. All certificates shall be consecutively numbered. The name of the person owning the shares represented thereby, with the number of such shares and the date of issue, shall be entered on the company's books.

Section 3. All certificates of stock transferred by endorsement on the certificate shall be surrendered for cancellation and new certificates issued to the purchaser or assignee.

Section 4. Shares of stock shall be transferred only on the books of the company by the holder in person or by his attorney.

ARTICLE IV: DIRECTORS

Section 1. A board of directors shall be chosen annually by the shareholders at their annual meeting, to manage the affairs of the corporation. A director shall serve until his/her successor is elected and qualifies. The number of directors shall not be more than seven nor less than one. A member of the board of directors of this corporation must be a shareholder.

Section 2. A regular meeting of the board of directors shall be held without notice

immediately following the annual meeting of shareholders and at the same place. The board of directors may provide for the holding without notice of additional regular meetings.

Section 3. Special meetings of the board of directors may be called by the president or any director on three days' notice to each shareholder given personally and by telephone or telegraph or by mail. Special meetings shall be held at the place fixed by the board of directors for the holding of such meetings or, if no such place has been fixed, at the principal business office of the corporation.

ARTICLE V: OFFICERS

Section 1. The officers of the corporation shall be at least a president, a secretary and an assistant secretary, who shall be elected annually at the regular meeting of the board of directors held after the annual meeting of shareholders and shall hold office only so long as they are satisfactory to the board of directors. Should other shareholders come into existence, there may also be elected one or more vice-presidents and a treasurer.

Section 2. The president shall be the principal executive officer of the corporation to put into effect the decisions of the board of directors. Subject to such decisions, he shall supervise and control the business and affairs of the corporation. He shall preside at meetings of the shareholders and directors.

Section 3. Subject to any specific assignments of duties made by the board of directors, the secretary (who shall also act as treasurer unless there is a specific separate treasurer) and assistant secretary shall act under the direction of the president. The vice-president shall perform the duties of the president when the president is absent or unable to act. The secretary shall prepare and keep minutes of the meetings of the shareholders and the directors and shall have general charge of the

stock records of the corporation. The treasurer (or the secretary if there be no separate treasurer) shall have custody of the funds of the corporation and keep its financial records. The assistant secretary shall supervise all clerical staff under the direction of the president.

ARTICLE VI: MISCELLANEOUS

Section 1. The board of directors may authorize any officer or agent to enter into any contract or to execute any instrument for the corporation. Such authority may be general or be confined to specific instances.

ARTICLE VII: ACTION WITHOUT MEETING

Section 1. Any action required or permitted to be taken by the board of directors or the shareholders at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all directors or shareholders, as the case may be.

ARTICLE VIII: AMENDMENTS

Section 1. These bylaws may be altered, amended or repealed and new bylaws may be adopted by the board of directors or by the shareholders.

ARTICLE IX. STOCK RESTRICTIONS

Section 1. No person may sell, assign, transfer, hypothecate, or alienate in any manner, whatsoever, any shares of corporate stock which he holds in the corporation unless he complies in full with the terms of this article.

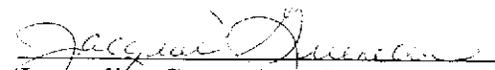
Section 2. No stockholder can sell, assign, transfer, hypothecate, or alienate any of his stock in the corporation, voluntarily or involuntarily, nor may any creditor's claim attach hereto, nor may the same be subject to levy and sale, nor may the same be assigned for the benefit of creditors unless and until such stockholder offers such stock for sale to the other stockholder of the corporation

according to the terms of this paragraph. Such offer shall be made at least sixty (60) days prior to the date of the proposed sale, and shall identify the name of the proposed purchaser or the person acquiring an interest, the nature of the interest, the nature of the transaction, and the purchase price therefore. Such stockholders, jointly, or if they choose not to do it jointly, any individual stockholder or group of stockholders may severally, acquire the interest of the withdrawing shareholder by paying to such shareholder in cash, within such period, the value of the offer presented, or, in the alternative, the value determined by the corporate accountant, whichever is less. Should the shareholders not choose to exercise their option hereunder, then at the expiration of such period, the stockholder may transfer his stock as specified in such notice, but the acquiring stockholder shall be subject to the provisions of these Bylaws including this paragraph.

Section 3. The provisions notwithstanding, no person may become a shareholder who is not licensed to practice law in the State of Idaho. The liabilities of shareholders to clients shall be as mandated by the Idaho Professional Service Corporation Act.

The undersigned, being the incorporator, shareholder, director, and president of Law Office of D. Blair Clark, PC, an Idaho professional service corporation, do hereby certify that the within and foregoing bylaws constitute the bylaws of such corporation, and that such bylaws were regularly adopted by resolution of the incorporators at their first meeting duly and regularly held as of the 17th day of September, 2014.


D. Blair Clark, President/Director and
Sole Shareholder


Jacqueline Guenchea, Secretary