

FILED
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SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

FILICETTI LAW OFFICE, PROFESSIONAL ASSOCIATION

SECRETARY OF STATE
11/25/1998 09:00
CT: 107324 BH: 165804
FEE = 100.00 CORP # 2

C126450

KNOW ALL PERSONS BY THESE PRESENTS: That I, the undersigned, being legally competent, and a natural person of full age and a citizen of the United States, for the purpose of forming a professional corporation under and pursuant to the provisions of the Professional Service Corporation Act of the State of Idaho, as amended, (the "Act"), do hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be Filicetti Law Office, Professional Association (the "Corporation").

ARTICLE II.

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

1. To render professional service to the public in the practice of law and allied professional services by persons duly licensed or otherwise legally authorized within the State of Idaho to practice law or to render allied professional services. Such persons shall practice law or render allied professional services in accordance with the rules for professional conduct promulgated by the laws of the State of Idaho and the code and/or rules of ethics prescribed for the practice of law or allied professional services.

2. The Corporation may not engage in any business other than the practice of law or allied professional services as herein set forth; provided, however, the Corporation, by and through the Corporation's officers and directors, shall have the power and authority to invest the Corporation's funds in real estate, mortgages, stocks, bonds or any other type of investments and own real or personal property necessary to practice law or to render allied professional services; and, provided further, within the limitations of paragraphs 1 and 2 of this Article II, to use the powers of paragraphs 3 through 7 of this Article II.

3. To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, dispose, exchange, trade and deal in and with all kinds of personal property, goods, wares, and merchandise of every kind, nature and description, and wheresoever situated, and of any interests or rights therein, to the same extent as natural persons might or could do, and without limit as to consideration.

4. To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, dispose, exchange, trade and deal in and with all kinds of real property, easements, licenses, lands, lots,

houses, buildings, hereditaments and appurtenances of every kind, nature and description, 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 consideration, upon such terms and conditions as the Board of Directors, as defined below, shall authorize, and as may be permitted by law.

5. To acquire by purchase, subscription, or otherwise, and to buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, dispose, exchange, trade and deal in and with all kinds of securities, shares of capital stock, script, bonds, mortgages, or evidences of indebtedness, issued or created by any other person, firm, association, corporation, or joint stock company, public or private, by whomsoever issued, and while the Corporation is the holder or owner thereof, to possess and exercise in connection therewith any and all rights, powers and privileges of ownership, including the right to vote, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law.

6. To negotiate, make, perform, execute and carry out contracts of every kind and description made for any lawful purpose, without limit as to consideration, with any person, firm, association, corporation, or joint stock company, public or private, or with any territory or government, or any agency thereof, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law.

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

8. To buy, sell, acquire, hold, own, re-issue or cancel any shares of the Corporation's own capital stock, provided, however:

8.1. That the Corporation may not use any of the Corporation's funds or property, real or personal, for the purchase of the Corporation's own shares of capital stock when such would cause any impairment of the capital of the Corporation;

8.2. That the shares of capital stock owned by the Corporation shall not be voted directly or indirectly;

8.3. No shares of capital stock owned by the Corporation may be issued to anyone other than an individual who is duly licensed in good standing and otherwise legally authorized within the State of Idaho to practice law; and, provided further, that any shares of capital stock owned by the Corporation may not be voted by any person or persons who are not at the time of such vote duly licensed in good standing and otherwise legally authorized within the State of Idaho to practice law.

9. To establish for the benefit of the Corporation's employees one or more: (i) pension plan; (ii) profit-sharing plan; or (iii) other employee benefit retirement and incentive compensation plan or plans.

10. 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 Idaho Business Corporation Act of Idaho, as amended, provided said powers and privileges are not in conflict with the Act.

11. To render professional service to the public in the practice of law or allied professional services by persons duly licensed or otherwise legally authorized within the State of Idaho to practice law or to render allied professional services through the Corporation's officers, shareholders, employees and agents only; provided, however, that any officer, shareholder, employee or agent of the Corporation shall remain personally and fully liable and accountable to the person for whom the practice of law or allied professional services were rendered on behalf of the Corporation for any negligent or wrongful acts or misconduct committed by such officer, shareholder, employee or agent or by any person under the control or direct supervision of such officer, shareholder, employee or agent; and, provided further, that the Corporation shall be liable in addition thereto, up to the full value of the Corporation's property, real or personal, for any negligent or wrongful acts or misconduct committed by any of the Corporation's officers, shareholders, employees, or agents while such are engaged in practicing law or rendering allied professional services on behalf of the Corporation. Any officer, shareholder, employee, or agent of the Corporation who has been duly licensed or otherwise legally authorized within the State of Idaho to practice law or to render allied professional services to the public who becomes legally disqualified to practice law or to render allied professional services within the State of Idaho, or who assumes public office or other employment that, pursuant to existing law, places restrictions or limitations upon such person's continued practice of law or rendering of allied professional services, shall sever all employment with and/or financial interest in the Corporation immediately and forthwith. In the event any officer, shareholder, employee or agent of the Corporation who has limitations or restrictions placed on such individual's right to practice law or render allied professional services, the Board of Directors may, in the Board's discretion, require such individual to sever all employment with and/or financial interest with the Corporation immediately and forthwith.

12. Any shares shall be callable. The call shall be by a vote of not less than seventy-five (75) percent of the outstanding shares of capital stock at a duly called meeting and at a price and on a payment schedule specified in the Bylaws of the Corporation. Upon disqualification of any shareholder, the call shall be made by a vote of not less than seventy-five (75) percent of the outstanding shares of capital stock eligible to be voted upon such call within thirty (30) days after notice of the event by which any shareholder has ceased to be qualified to be a shareholder. A disqualified shareholder may not vote such shareholder's stock as to the call thereof.

The foregoing paragraphs of this Article II 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 Act may not at the time lawfully carry on or do.

ARTICLE III.

The Corporation is to have perpetual existence.

ARTICLE IV.

There shall be only one class of shares of capital stock of the Corporation, which shall be designated as common stock, and such common stock shall be and consist of 10,000 shares with \$1.00 par value.

1. None of the shares of capital stock of the Corporation may be issued to any person, firm, or other individual, corporation or organization other than an individual who is an attorney duly licensed to practice law under the laws of the State of Idaho. The shareholders shall, except for absence not exceeding nine (9) months due to sickness or accident, or service in the armed services, or leave(s) of absence as approved by the Corporation, be actively engaged in the practice of law in the offices of the Corporation.

2. Shares of capital stock of the Corporation passing by operation of law or by the laws of descent and distribution or by other legal manner to any person, firm or other individual or organization who is at the time of such passing not an attorney duly licensed or otherwise legally authorized to practice law under the laws of the State of Idaho, shall be deemed immediately called unless the ownership of such shares of capital stock shall have immediately vested in a person qualified to be a shareholder in the Corporation.

3. No voting trust agreement or other type of arrangement, the effect of which would place the shares of capital stock of the Corporation in any ownership other than an individual duly licensed or otherwise legally authorized to practice law under the laws of the State of Idaho, shall be recognized or effective.

4. If any individual shareholder, as is herein provided, shall be legally disqualified to practice law under the laws of the State of Idaho, or assumes public office or other employment that, pursuant to existing law, places restrictions or limitations upon such person's continued practice of law or rendering of allied professional services, then any shares of capital stock of the Corporation owned by such person shall be called immediately or the ownership thereof shall otherwise immediately be vested in persons qualified to be shareholders of the Corporation, in accordance with the provisions of these Articles and the Bylaws of the Corporation.

5. A shareholder of any capital stock of the Corporation may not sell or transfer such shareholder's shares of capital stock of the Corporation except to another person who is eligible to be a shareholder of the Corporation, in accordance with the provisions of these Articles and the Bylaws of the Corporation, and only after such sale or transfer shall be approved at a shareholders' meeting, specially called for such purpose, by all shares of the outstanding capital stock of the Corporation. The shares of the shareholder proposing to sell or transfer such shares shall not be

counted in the counting of the votes for any purpose at such meeting unless all shareholders consent to such.

6. The shareholders shall have the power to include in the Bylaws of the Corporation, adopted by a two-thirds (2/3) vote of all shareholders, any regulations or restrictions governing the sale, transfer, call or other disposition of the Corporation's outstanding capital stock. Such provisions shall not effect the rights of third parties without notice, unless evidence of this power in shown as a legend on the stock certificate.

ARTICLE V.

The name and post office address of the incorporator are as follows:

<u>Name</u>	<u>Post Office Address</u>
Joseph P. Filicetti Registered Agent	P.O. Box 105 Boise, Idaho 83701

The incorporator shall act as the initial registered agent of the Corporation. The location and the street address of the initial registered office of the Corporation is: Filicetti Law Office, 2419 W. State Street, Boise, Id 83702.

ARTICLE VI.

Without in any way limiting the provisions of Idaho law, and subject to provisions within the Bylaws of the Corporation for redemption of a disqualified shareholder's shares of capital stock which may apply, the private property of the shareholders of the Corporation shall not be subject to the payment of the Corporation's debts to any extent whatsoever, the shares of capital stock owned by the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of capital stock owned by the Corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or otherwise paying debts or discharging obligations of the Corporation.

ARTICLE VII.

The number of Directors on the Board of Directors of the Corporation shall be as specified in the Bylaws of the Corporation, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws of the Corporation. 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 shareholders and until their successors are elected and qualified. Each Director shall be a shareholder of the Corporation, and duly licensed or otherwise legally authorized to practice law or to render allied professional services as a ~~person~~ in good standing under the laws of the State of Idaho. In electing Directors, each shareholder has the right to vote the number of shares of capital stock owned by such shareholder for as many persons as there are Directors to be elected.

The initial number of Directors shall be one (1), who shall serve until such Directors' successors are hereafter elected and qualified, and who shall be:

Director's Name

Address

Joseph P. Filicetti.

2323 Woodlawn
Boise, Idaho 83702

ARTICLE VIII.

Shareholders of the Corporation shall not have preemptive or preferential right of subscription to any shares of capital stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible to capital stock.

ARTICLE IX.

A voluntary sale, lease or exchange of all of the property, personal and real, and assets of the Corporation, including the Corporation's good will and the Corporation's corporate franchises, may be made by the Board of Directors upon such terms and conditions as the Board of Directors may deem expedient and for the best interest of the Corporation, and as may be permitted by law.

ARTICLE X.


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 or officers of such other corporation, or any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any such contract or transaction of the Corporation; provided, however, that the fact that such director, Director or firm is so interested shall be disclosed or shall have been made known to the Board of Directors or a majority thereof. Any Director of the Corporation who is also a director or officer of such other corporation, or who is interested in any such contract or transaction, 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 transaction with like force and effect as if such Director were not such director or officer of such other corporation or not so interested.

ARTICLE XI.

The Board of Directors is expressly authorized to repeal and amend the Bylaws of the Corporation and to adopt new Bylaws of the Corporation by an eighty-five (85) 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 majority vote of all shareholders of the Corporation, whether represented in person or by proxy, at any annual meeting of the shareholders of the Corporation or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide, or except by

a greater majority vote of all shareholders of the Corporation where specified in the Bylaws of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand effective the 25th day of November, 1998.



Joseph P. Filicetti, Incorporator