

CERTIFICATE OF INCORPORATION  
OF

SMITHMAN, SMITHMAN & TRAIL, INC.

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 \_\_\_\_\_

SMITHMAN, SMITHMAN & TRAIL, INC.

, 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 July 23, 19 81.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

JUL 23 8 41 AM '81  
RECEIVED STATE OF IDAHO

**ARTICLES OF INCORPORATION**

**OF**

**SMITHMAN, SMITHMAN & TRAIL, INC.**

KNOW ALL PERSONS BY THESE PRESENTS: That we, the undersigned, all full age citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho and we do hereby certify:

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

FIRST: The name of the corporation is SMITHMAN, SMITHMAN & TRAIL, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are as follows:

(a) General consulting and to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

(b) To exercise generally the powers customarily exercised by business corporations, and particularly the powers provided by the laws of the State of Idaho, referring especially to Section 30-1-4, Idaho Code, in any state in the United States and throughout the world.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is five thousand (5,000) shares. These shares are to consist of one (1) class only and that class is common stock. The par value of such shares is fifty cents (\$0.50) per share, with an aggregate par value of two thousand five-hundred dollars (\$2,500.00).

Such shares of stock shall be entitled to one (1) vote on all matters, and no preference or restrictions are granted to or imposed upon said shares of stock except that (a) such stock shall be non-assessable and (b) sale or transfer of such stock shall be restricted as set forth in the By-Laws of this corporation.

FIFTH: There are no provisions denying preemptive rights.

SIXTH: The address of the initial registered offices of the corporation is 1020 W. Franklin Street, Boise, Idaho, and the name of the initial registered agent at such address is J.E. SMITHMAN.

SEVENTH: The corporate powers of said corporations shall be vested in a Board of Directors, three (3) in number which shall be elected and chosen as set forth in the By-Laws of this corporation.

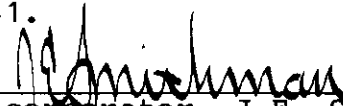
The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
J.E. SMITHMAN	819 N. 18th, Boise, Idaho
LYNDA C. SMITHMAN	819 N. 18th, Boise, Idaho
MARY TRAIL	1015 N. 12th, Boise, Idaho

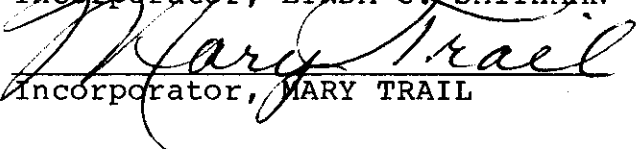
EIGHTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
J.E. SMITHMAN	819 N. 18th, Boise, Idaho
LYNDA C. SMITHMAN	819 N. 18th, Boise, Idaho
MARY TRAIL	1015 N. 12th, Boise, Idaho

Dated this 21st day of July, 1981.

  
Incorporator, J.E. SMITHMAN

  
Incorporator, LYNDA C. SMITHMAN

  
Incorporator, MARY TRAIL

STATE OF IDAHO   )  
                          : ss.  
County of Ada       )

On this 21st day of July, 1981, before me, the undersigned, a Notary Public in and for said state, personally appeared J.E. SMITHMAN, LYNDA C. SMITHMAN and MARY TRAIL, known to me to be the persons whose names are

subscribed to the foregoing Articles of Incorporation, and  
acknowledge to me that they executed the same.

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

Susan M. Graham  
Notary Public for Idaho  
Residing at Boise.