



Department of State.

CERTIFICATE OF INCORPORATION

I, ~~ARTHUR J. BRYAN~~ **PETE T. GENAREUSA**, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

ALLEN-HOKES, INC.

was filed in the office of the Secretary of State on the **TWENTY-SIXTH** day of **May** A.D. One Thousand Nine Hundred **SIXTY-SEVEN** and ~~will be~~ **will be** duly recorded on ~~film~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

Perpetual Existence from the date hereof, with its registered office in this State located at **McCall, Idaho** in the County of **Valley**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **26th** day of **May**, A.D. 19 **67**

Secretary of State.

ARTICLES OF INCORPORATION

OF

ALLEN-NOKES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of full legal age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the Laws of the State of Idaho, and we do hereby certify and adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be ALLEN-NOKES, INC.

ARTICLE II.

The general nature of the business proposed to be transacted is as follows:

1. To the same extent as natural persons could do, to acquire, construct, maintain, develop, improve, rent, use, mortgage and dispose of real property and interests, estates and rights therein.
2. To acquire, own, pledge, dispose of, and deal in shares of capital stock, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporation, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any other governmental entity, agency, domestic or foreign.
3. To enter into, make and perform contracts of every kind; and to borrow monies from time to time without limit as to the amount, to issue, accept, endorse and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole of any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

4. To carry on any other business in connection with any of the aforesaid purposes for which a corporation may be formed under the provisions of the General Corporation Law of the State of Idaho.

5. To acquire, own and dispose of shares of its own capital stock and rights thereto.

6. The foregoing clauses shall be construed as objects, purposes and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III.

The principal office and place where the principal business of the corporation is to be transacted is:

McCall, Valley County, Idaho.

ARTICLE IV.

The time of the existence of the corporation shall be perpetual.

ARTICLE V.

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 three. 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.

ARTICLE VI.

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated, or at such other place within or without the State of Idaho, as may be designated by a majority of the Board of Directors.

ARTICLE VII.

The amount of capital stock of this corporation shall be Twenty-Five Thousand Dollars (\$25,000.00), divided into 250 shares at a par value of One Hundred Dollars (\$100.00) each, Common Stock.

ARTICLE VIII.

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.

ARTICLE IX.

Stockholders of the corporation shall have pre-emptive and preferential right of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation and the corporation shall first offer such issue of stock or obligations to the stockholders of the corporation.

ARTICLE X.

The corporation and other stockholders herein in that order, shall have the first option to purchase outstanding shares of the corporation. A majority of the Board of Directors of the corporation must approve new stockholders in the corporation and stock in the corporation shall be transferred only in such manner as shall be prescribed by the By-Laws.

ARTICLE XI.

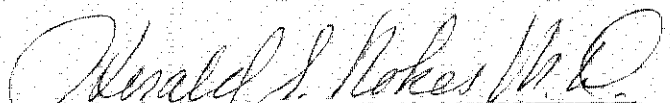
The names and postoffice addresses of the incorporators, and the number of shares subscribed for by each, are as follows:


<u>NAME</u>	<u>POSTOFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Herald S. Nokes, M.D.	McCall, Idaho	one
Wayne F. Allen, M.D.	McCall, Idaho	one
Robert H. Remaklus	Cascade, Idaho	one


ARTICLE XII.

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

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals this 25th day of May, 1967.


Herald S. Nokes, M.D.



Wayne F. Allen, M.D.


Robert H. Remaklus

STATE OF IDAHO)
) ss.
County of Valley)

On this 25th day of May, 1967, before me the undersigned Notary Public, in and for said State, personally appeared HERALD S. NOKES, M.D., WAYNE F. ALLEN, M.D., and ROBERT H. REMAKLUS, known to me to be the persons whose names are subscribed to the above and foregoing instrument, and acknowledged 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.


Notary Public for Idaho
Residing at C McCall, Idaho