

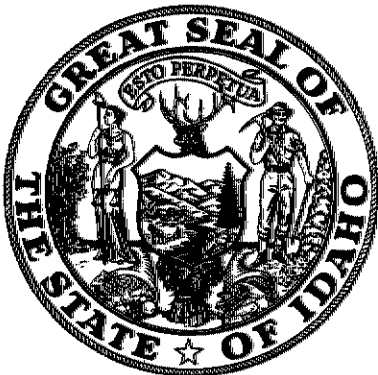
**CERTIFICATE OF INCORPORATION
OF**

THE JOSEPH INSTITUTE, 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 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: June 9, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Hawkey*

ARTICLES OF INCORPORATION
OF
THE JOSEPH INSTITUTE, INC.

JUN 9 12 39 PM '87
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, hereby certify as follows:

FIRST

The name of the corporation is THE JOSEPH INSTITUTE, INC.

SECOND

This corporation is formed for the purpose of carrying on any lawful business for which corporations may be organized under the Idaho Business Corporations Act.

THIRD

The corporation is to have perpetual existence.

FOURTH

The name of the registered agent and the location and post office address of the registered office of the corp-

oration is MICHAEL G. PIERCE, 3309 Highwood Place, Meridian, Idaho 83642, respectively.

FIFTH

The amount of capital stock of this corporation shall be and is 100 shares of no par value, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

SIXTH

The name and post office address of the incorporators and the number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
MICHAEL G. and JANE E. PIERCE	3309 Highwood Place Meridian, Idaho 83642	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 purposes of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The number of Directors of the corporation shall be fixed from time to time by the Bylaws, and may be altered from time to time by the Bylaws. Directors need not be stockholders or residents of the State of Idaho. The initial Board of Directors shall be two (2) in number and their names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JANE E. PIERCE	3309 Highwood Place Meridian, Idaho 83642
MICHAEL G. PIERCE	3309 Highwood Place Meridian, Idaho 83642

NINTH

Preferential rights for the purchase of shares by existing shareholders, if any, and restrictions on the transfer of shares, if any, shall be as specified in the Bylaws of the corporation.

TENTH

Provided fair disclosure is made to the Board of Directors, and in the absence of fraud, no contract or other transaction between this Corporation and any other person, firm, corporation, partnership, association or

other entity shall be affected or invalidated by the fact that any Director, Officer or shareholder of this corporation is pecuniarily or otherwise interested in, or is a director, member, officer or shareholder of such other corporation or affiliated in any way with such person, firm, association, partnership or other entity, or is a party to, or is pecuniarily or otherwise interested in such contract or other transaction, or in any way connected with any person or persons, firm, association, partnership, corporation or other entity pecuniarily or otherwise interested therein. Any Director so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member, officer or shareholder of such other corporation, firm, association or partnership.

Apart from and in addition to other provisions of this article, no contract or other transaction between this corporation and any other corporation, firm, partnership or other entity which provides for the purchase, sale or other transfer of securities by such other corporation or

firm upon terms not less favorable to this corporation than offered by such other corporation, firm, partnership or other entity to others, shall in any case be void or voidable because of the fact that directors of the corporation are directors of such other corporation or partners in such firm, nor shall any such director be deemed interested in such contract or other transaction under any of the provisions of this article, nor shall any such directors be liable to account in respect thereof.

No contract or other transaction between this corporation and any other corporation, firm, person, partnership, association or other entity, shall be void or voidable by reason of the fact that this corporation owns any interest in such other corporation, firm, person, partnership, association or other entity, or in any corporation, firm, person, partnership, association or other entity in any way affected by such contract or other transaction.

ELEVENTH

This corporation may indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of

this corporation may serve or at any time have served as directors or officers of another corporation in which this corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, attorneys fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers, or a director or officer of this corporation, or of such other corporation. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

TWELFTH

The Board of Directors is expressly authorized to repeal and amend the Bylaws of the corporation and to adopt new Bylaws, 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 the stockholders represented in person or by proxy at any meeting of the stockholders or at any meeting duly called for that purpose.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, the undersigned incorporators have executed these Articles of Incorporation this 9 day of June, 1987.

Michael G. Pierce
Michael G. Pierce

Jane E. Pierce
Jane E. Pierce

STATE OF IDAHO)
 : ss.
County of Ada)

On this 9th day of June, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared MICHAEL G. PIERCE and JANE E. PIERCE, known or identified to me to be the persons whose names are subscribed to the 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 first above written.

Therese H. Teed
Notary Public for Idaho
Residing at: Borers
My Commission Expires: 11/18/91