

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

HOUST DAVIS, P.A.

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: July 1, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By

*Valerie Flint*

JUL 1 4 18 PM '92  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION**  
**OF**  
**HOUST DAVIS, P.A.**

The undersigned natural persons, each more than 18 years of age, hereby establish a professional service corporation pursuant to the Professional Service Corporation Act, Idaho Code, Section 30-1301 et. seq., and adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the Corporation is HOUST DAVIS, P.A.

**ARTICLE II**

**DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III**

**PURPOSE AND POWERS**

(a) The Corporation is organized for the purpose of conducting the practice of law though persons qualified to practice law in the State of Idaho, which persons shall practice the profession of law in accordance with all rules for professional conduct promulgated by the Supreme Court of the State of Idaho. The Corporation shall at all times comply with standards of professional conduct promulgated by such court.

(b) The Corporation may exercise such powers and privileges now or hereafter conferred upon professional corporations by Idaho law in furtherance of and subject to the limitations stated in the preceding paragraph designated III(a).

## **ARTICLE IV**

### **QUALIFICATION OF SHAREHOLDERS**

Only persons duly licensed and legally authorized to practice law in the State of Idaho who are actively engaged in the practice for and in the offices of the Corporation shall be qualified to be a shareholder of the Corporation. All shares of any shareholder who ceases to be so qualified shall be sold or transferred in accordance with the provisions of Article VII.

## **ARTICLE V**

### **AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is 500,000 common shares, each having a par value of \$.01.

## **ARTICLE VI**

### **VOTING**

Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the Corporation. Cumulative voting for the election of directors is not permitted.

## **ARTICLE VII**

### **PURCHASE OR TRANSFER UPON INELIGIBILITY**

Within ninety (90) days after any shareholder ceases to be qualified to be a shareholder, the Corporation shall purchase all of the shares he owns or such shares shall be transferred to a qualified person as described in Article IV. The price to be paid by the Corporation and the schedule of payments for such shares shall be as specified in the Bylaws, or as otherwise agreed upon by the shareholders.

## **ARTICLE VIII**

### **RESTRAINTS ON ALIENATION**

The Corporation's board of directors or its shareholders are authorized to adopt by-

laws restraining the alienation of shares and providing for the purchase or redemption by the Corporation of its shares.

## **ARTICLE IX**

### **INITIAL DIRECTORS**

Two (2) directors shall constitute the initial board, their names and addresses being as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Henry E. Houst Jr.	195 Parkway Boise, ID 83706
James J. Davis	3826 S. Suntree Pl. Boise, ID 83706

All officers and directors of the Corporation shall be shareholders.

## **ARTICLE X**

### **MANAGEMENT OF CORPORATION**

The business and affairs of the Corporation shall be managed by the shareholders of the Corporation and the Board of Directors. The Board shall be authorized to manage only so much of the business and affairs of the Corporation as shall from time to time be delegated to it by the shareholders by means of Bylaws or otherwise. Only directors and officers of the Corporation who are qualified to be shareholders shall exercise any authority with respect to professional decisions and matters relating to the Corporation. The right to amend or repeal the Bylaws and to adopt new Bylaws is reserved to shareholders.

## **ARTICLE XI**

### **ADDRESS**

The address of the initial registered office of the Corporation is 960 Broadway, Suite 302, Boise, Idaho, 83706. The name of its initial registered agent at such address is James J. Davis.

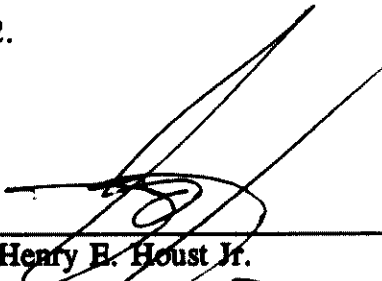
**ARTICLE XII**

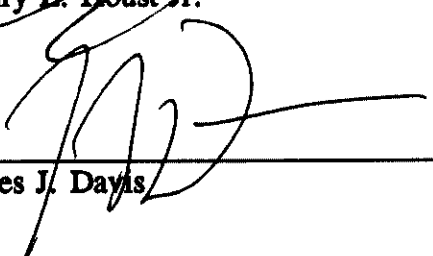
**NAMES AND ADDRESSES OF INCORPORATORS**

The name and address of each incorporator are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Henry E. Houst Jr.	195 Parkway Boise, ID 83706
James J. Davis	3826 S. Suntree Pl. Boise, ID 83706

DATED this 1st day of July, 1992.

  
\_\_\_\_\_  
Henry E. Houst Jr.

  
\_\_\_\_\_  
James J. Davis

STATE OF IDAHO )  
 ) ss.  
County of Ada )

On this 1st day of July, 1992, before me, the undersigned, a Notary Public in and for said county and State, personally appeared HENRY E. HOUST JR., known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Mavis E. Burgess  
Notary Public for Idaho  
Residing at: Boise  
Commission Expires: 1-25-94

STATE OF IDAHO )  
 ) ss.  
County of Ada )

On this 1st day of July, 1992, before me, the undersigned, a Notary Public in and for said county and State, personally appeared JAMES J. DAVIS, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Mavis E. Burgess  
Notary Public for Idaho  
Residing at: Boise  
Commission Expires: 1-25-94