



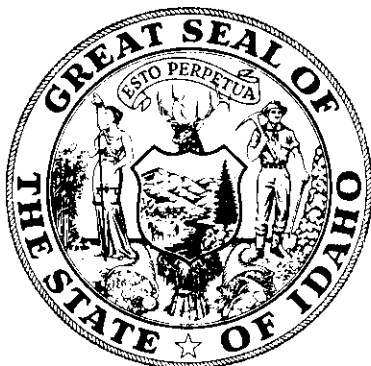
CERTIFICATE OF AUTHORITY
OF

HIGGINS, THOMPSON & BRUMBACK, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HIGGINS, THOMPSON & BRUMBACK, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to HIGGINS, THOMPSON & BRUMBACK, INC. to transact business in this State under the name HIGGINS, THOMPSON & BRUMBACK, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated November 22, 1982



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Higgins, Thompson & Brumback, Inc.
2. *The name which it shall use in Idaho is Higgins, Thompson & Brumback, Inc.
3. It is incorporated under the laws of Washington
4. The date of its incorporation is September 29, 1980 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is N. 120 Stevens, Suite 300, Spokane, WA 99201
6. The address of its proposed registered office in Idaho is C T Corporation System,
300 N. 6th St., Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in the business of real estate broker in all fields relating
to real estate.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Terry M. Thompson</u>	<u>President & director</u>	<u>N. 120 Stevens, Suite 300</u> <u>Spokane, WA 99201</u>
<u>H. Henry Higgins</u>	<u>Vice Pres. & director</u> <u>& director</u>	<u>(same as above)</u>
<u>D. G. Brumback</u>	<u>Secretary, Treasurer/</u>	<u>(same as above)</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>single class</u>	<u>\$1.00 per share; \$50,000.00 total</u> <u>capitalization</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>2,000</u>	<u>single class</u>	<u>\$1.00 per share</u>
_____	_____	_____
_____	_____	_____

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated November, 19 82.

HIGGINS, THOMPSON & BRUMBACK, INC.

By

Terry M. Thompson

Its _____ President

and

D. G. Brumback

Its _____ Secretary

STATE OF WASHINGTON)

)ss:

COUNTY OF Spokane)

I, Linda Preston, a notary public, do hereby certify that on

this 15 day of November, 19 82, personally appeared before

me TERRY M. THOMPSON and D. G. BRUMBACK, who being by me first duly sworn, declared that ~~he~~ they

are ~~the~~ the President and Secretary, of respectively, of _____

HIGGINS, THOMPSON & BRUMBACK, INC.

act and deed

that ~~he~~ ^{they} signed the foregoing document as the free and voluntary / of the corporation and that the statements therein contained are true.

Linda Preston

Notary Public

in and for the State of Washington, at Spokane.

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,
AS TO ITS PREPARATION BY THE OFFICE OF
THE SECRETARY OF STATE, APPEARS ON THE
BACK OF THE LAST PAGE.

D303187
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

ARTICLES OF INCORPORATION

of HIGGINS & THOMPSON, INC.
a domestic corporation of Spokane, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.

Filed at request of _____
T. Fournier, Jr.
% Higgins & Fournier
P. O. Box 5375
Spokane, WA 99205

Filing and recording fee \$ _____

License to June 30, 19 _____ \$ _____

Excess pages @ 25¢ \$ _____

Microfilmed, Roll No. 1544

Page 224 - 229

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,

September 29, 1980

BRUCE K. CHAPMAN
SECRETARY OF STATE

SEP 29 1980

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION
OF

HIGGINS & THOMPSON, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, H. HENRY HIGGINS and TERRY M. THOMPSON, each of whom is a citizen of the United States of America and a resident of the State of Washington, have associated themselves together for the purpose of forming a corporation under the Laws of the State of Washington, and in pursuance thereof do hereby sign and acknowledge the following Articles of Incorporation, in triplicate originals, and do state as follows:

ARTICLE I

The name of the corporation shall be HIGGINS & THOMPSON, INC.

ARTICLE II

The general nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted and carried on by it, are as follows:

(1) To engage in the business of real estate broker in all fields relating to real estate, without limitation.

(2) To buy, sell, exchange and generally deal in real properties, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease, enter into options in respect of, or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignments of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts, to buy or sell any property, real or personal; to buy and sell contracts, mortgages, trust deeds and evidences of indebtedness; to purchase

or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, and pay for the same in cash, stock, or bonds of this Corporation.

(3) To borrow money and enter into credit arrangements of every kind and description and to issue bonds, notes or other evidences of indebtedness in any and every lawful form, and to execute contracts, mortgages, trust indentures or security arrangements on all or any part of the assets of the Corporation and in any and every lawful form.

(4) To do business in any state of the United States and in any foreign country, and to do such acts and things as may be necessary to qualify therein.

(5) To purchase, acquire, hold, own, vote and dispose of stock in other corporations as well as its own stock, and to engage directly or indirectly in such other business or commercial enterprises as the Board of Directors may from time to time determine.

(6) To enter into any partnership, limited or general, as limited or general partner, or as a joint venturor, and to enter into any other arrangement for sharing profits with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority in the carrying on of any business which the Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carrying out of the purposes of this Corporation.

(7) To do all acts and things necessary, convenient or proper to carry out the foregoing objects, purposes and powers, as well as to do all other acts and things consistent with the Laws of the State of Washington, AND IT IS HEREBY DECLARED THAT in the interpretation of this clause and the foregoing clauses, the meaning of any of the objects of the Corporation shall not be restricted by reference to or inference from any other object

or the name of the Corporation, or by the juxtaposition of two or more objects, and that in the event of any ambiguity, this clause shall be construed in such manner as to widen and not to restrict the powers of the Corporation.

ARTICLE III.

The duration of the Corporation shall be perpetual.

ARTICLE IV.

The location and post office address of the registered office of this Corporation shall be: EAST 27 AUGUSTA AVENUE, SPOKANE, WASHINGTON 99207, and the name and address of the registered agent are as follows: THEODORE R. FOURNIER, JR., EAST 27 AUGUSTA AVENUE, SPOKANE, WASHINGTON 99207.

ARTICLE V.

The authorized capital stock of the Corporation shall be FIFTY THOUSAND and NO/100 DOLLARS (\$50,000.00), consisting of FIFTY THOUSAND (50,000) shares of common voting stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE VI.

The amount of paid-in capital with which the Corporation shall begin business is TWO THOUSAND and NO/100 DOLLARS (\$2,000.00).

ARTICLE VII.

The management of this Corporation shall be vested in a Board of Directors; the number of Directors shall not be less than two (2) nor more than nine (9); and the number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the Directors shall be such as are prescribed by the By-Laws of the Corporation.

ARTICLE VIII.

The authority to make By-Laws for the Corporation is hereby expressly vested in the Board of Directors of this Corporation, subject to the powers of the Shareholders to change or repeal such By-Laws. The Board of Directors of this Corporation shall,

Articles of Incorporation

Page Three

at any regular or special meeting of said Board, have power and authority to repeal and/or amend any or all of the By-Laws of this Corporation, and/or to adopt new By-Laws, a majority vote of said Directors being required for the exercise of such power.

ARTICLE IX.

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 statute, and all rights conferred on the Stockholders herein are granted subject to this reservation.

ARTICLE X.

The names and post office addresses of the Directors who shall first manage the affairs of the Corporation until the first annual meeting, or until their successors are elected and qualify unless they resign or are removed, are as follows:

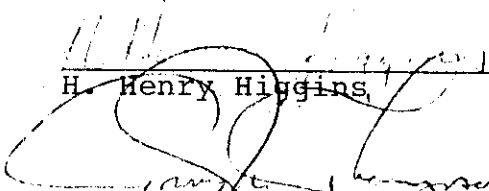
H. HENRY HIGGINS	E. 27 Augusta Ave., Spokane, WA 99207
TERRY M. THOMPSON	E. 27 Augusta Ave., Spokane, WA 99207

ARTICLE XI.

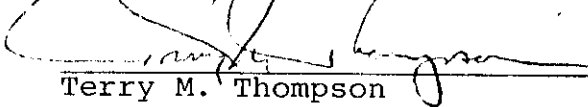
The name and post office address of each of the incorporators of the Corporation are:

H. HENRY HIGGINS	E. 27 Augusta Ave., Spokane, WA 99207
TERRY M. THOMPSON	E. 27 Augusta Ave., Spokane, WA 99207

IN WITNESS WHEREOF, we have hereunto set our hands this 22nd day of September, 1980.



H. Henry Higgins



Terry M. Thompson

STATE OF WASHINGTON,)
County of Spokane.) ss.

On this day personally appeared before me H. HENRY HIGGINS and TERRY M. THOMPSON, to me known to be the individuals described in and who executed the within and foregoing instrument, and acknowledged that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 22nd day of September 1980.

Theodore R. Lounier Jr.
Notary Public in and for the State
of Washington, residing at Spokane.

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,
AS TO ITS PREPARATION BY THE OFFICE OF
THE SECRETARY OF STATE, APPEARS ON THE
BACK OF THE LAST PAGE.

2-303187-5
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

of HIGGINS & THOMPSON, INC.
a domestic corporation of Spokane, Washington,
Changing name to HIGGINS, THOMPSON & BRUMBACK, INC.

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of _____
Karen T. Caton _____
~~Underwood, Campbell, Brock et al~~ _____
820 Lincoln Bldg _____
Spokane WA 99201 _____

Filing and recording fee \$ _____
License to June 30, 19 _____ \$ _____
Excess pages @ 25c \$ _____

Microfilmed, Roll No. _____

Page _____

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

September 27, 1982

RALPH MUNRO
SECRETARY OF STATE

FILED

SEP 27 1982

SECRETARY OF STATE
STATE OF WASHINGTON

al

ARTICLES OF AMENDMENT
OF
HIGGINS & THOMPSON, INC.

KNOW ALL MEN BY THESE PRESENTS: that these Articles of Amendment to the Articles of Incorporation of Higgins & Thompson, Inc. are hereby executed by said Corporation, pursuant to the provisions of R.C.W. 23A.16 of the Washington Business Corporation Act, as follows:

1. Corporate Name. The name of this Corporation is Higgins & Thompson, Inc.
2. Amendment. The amendment to the Articles of Incorporation of this Corporation, is as follows: Article 1 of said Articles of Incorporation is hereby amended to read as follows:

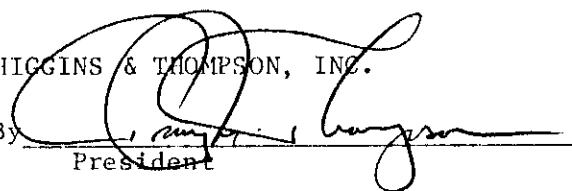
ARTICLE I

The name of this Corporation shall be Higgins,
Thompson & Brumback, Inc.

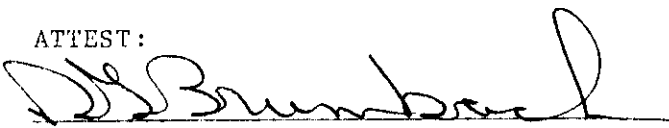
3. Date of Adoption. The date of the adoption of this amendment by the shareholders of this Corporation was the 1st day of July, 1982.
4. Shares Outstandings. The number of shares outstanding of this Corporation entitled to vote on this amendment was 2,000 shares.
5. Shares Voting. The number of shares voting for this amendment was 2,000 shares. No shares were voted against this amendment.
6. Reorganization. This amendment does not provide for any exchange, reclassification, or cancellation of issued shares.
7. Changes in State of Capital. This amendment does not effect any change in the amount of stated capital of this Corporation.

DATED this 1st day of July, 1982.

HIGGINS & THOMPSON, INC.

By 
President

ATTEST:

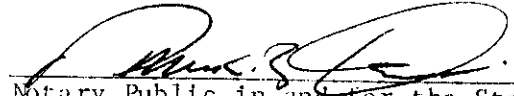

Secretary

L/1759P

STATE OF WASHINGTON)
) ss.
County of Spokane)

On this 23rd day of August, 1982, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Terry M. Thompson and D. G. Brumback, to me known to be the President and Secretary, respectively, of HIGGINS & THOMPSON, INC., the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute the said instrument and that the seal affixed, if any, is the corporate seal of said corporation.

WITNESS my hand and official seal hereto affixed the day and year first above written.



Notary Public in and for the State
of Washington, residing at Spokane