

**Articles of Incorporation  
Of  
COMPASS COMMERCIAL PROPERTIES, INC.**

**FILED EFFECTIVE**

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SECRETARY OF STATE  
STATE OF IDAHO

**Article I. Name**

The name of the corporation is Compass Commercial Properties, Inc., ("Corporation").

**Article II. Authorized Shares**

The aggregate number of shares the Corporation is authorized to issue shall be 10,000 all of which shall be common voting stock. The par value of each share is no par.

**Article III. Registered Office and Agent**

The address of the registered office of the Corporation is: 3676 N. Harbor Lane, Suite 118, Boise, Idaho, 83703 and its registered agent at that address is James F. Bowden.

**Article IV. Incorporator**

The name and address of the Incorporator is Wm. Lyman Belnap, 1401 Shoreline Dr., Ste 2, Boise, Idaho 83702.

**Article V. Voting Entitlement of Shares**

**Section 5.01 In General**

Except as provided in Sections 5.02 and 5.04, and Article VIII, below, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at shareholders' meeting.

**Section 5.02 Treasury Shares**

Corporation is not entitled to vote treasury shares. The shares of Corporation are not entitled to vote if they are owned, directly or indirectly, by a second Corporation, domestic or foreign, and Corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

**Section 5.03 Exception for Shares Held in a Fiduciary Capacity**

Section 5.02 does not limit the power of Corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

**Section 5.04 Redeemable Shares**

Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

## **Article VI. Initial Board of Directors**

The number of directors constituting the initial board of directors of the corporation is two (2) whose names and address are:

James F. Bowden

3676 N. Harbor Lane, Suite 118, Boise, Idaho, 83703

Debra A. Bowden

3676 N. Harbor Lane, Suite 118, Boise, Idaho, 83703

## **Article VII. Corporate Purpose**

The purpose(s) for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act as amended.

## **Article VIII. Cumulative Voting**

All shareholders are entitled to cumulate their votes for directors, i.e., they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

## **Article IX. Preemptive Rights**

Corporation elects to have preemptive rights.

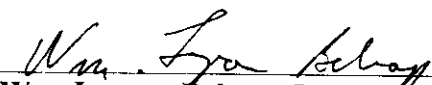
## **Article X. Indemnification**

Corporation shall indemnify the directors and officers of Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted Corporation to provide prior to such amendment).

## **Article XI. Limitation of Liability**

No director shall be liable to Corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on Corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

In witness whereof, I have subscribed these Articles of Incorporation this 2<sup>nd</sup> day of October, 2006.

  
Wm. Lyman Belnap, Incorporator