

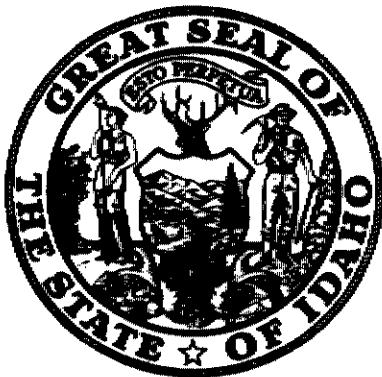
**CERTIFICATE OF INCORPORATION  
OF**

**REAL ESTATE CONCEPTS, 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: March 1, 1988



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Sandra Matthews*

Mar 1 1 20 PM '00

ARTICLES OF INCORPORATION  
OF  
REAL ESTATE CONCEPTS, INC.

ARTICLE I.

The name of the corporation is REAL ESTATE CONCEPTS, INC.

ARTICLE II.

The period of the corporation's existence is perpetual.

ARTICLE III.

The nature of the business and the objects and purposes of this corporation shall be:

To buy, sell, acquire, transfer, exchange, lease, rent, construct, occupy and possess, whether for personal, business or commercial purposes, real property including thereon and therein all natural resources including but not limited to, timber, water and minerals of all kinds and nature, and to sell, subdivide or purchase, any and all portions of such real property to which the corporation may own, possess or hold option or title of any kind.

To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including but not limited to, shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts, or obligations, to receive, collect, and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers of any stocks, so owned.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, district, state and government.

To deal and traffic in real estate and all estates and interests therein, whether owned by it or otherwise; to buy, take, lease, rent, option, or in any other manner construct, acquire, own, hold, possess, sell, exchange, lease, convey, transfer, rent, mortgage, give liens against, or in any other manner dispose of or encumber real estate, and any and all estates and interest therein whether within or without the State of Idaho.

To apply for, secure, acquire by assignment, transfer, purchase, or otherwise, and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, rights or privileges, which any government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in and contribute toward carrying the same into effect, and to appropriate any of the corporation shares of stock, bonds, and assets to defray the necessary costs, charges and expenses thereof.

In the construction, purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the amount of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

To carry on any other business, which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

To do each and everything necessary, suitable, useful or advisable for the accomplishment of any one or more of said objects, or which shall, at any time, appear to be conducive to or expedient for the benefit of such corporation in connection therewith.

To do each and all things set forth therein to the same extent and as fully as natural persons might do or could do in the State of Idaho, and in any other state, country or place.

To purchase, hold, sell and transfer the shares of its own capital stock provided it shall not use its funds or property for the purchase of its own shares of capital stock which such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, and to carry on all or any of its operation and business and without restriction or limit as to amount, and to construct, purchase, or otherwise acquire, to hold, own, to mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states and districts of the United States.

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

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations.

#### ARTICLE IV.

The corporation shall have the power and authority to issue one hundred thousand (100,000) shares all of one class with \$100.00 par value. Holders of this stock shall be entitled to one vote for each share of stock in his or her name at any and all meetings of the stockholders of the corporation. In the case of an election of directors, no stockholder is entitled to accumulate the stockholder's votes.

#### ARTICLE V.

The name and address of the corporation's initial registered agent is:

Joseph L. Glaisyer  
877 N. Liberty  
Boise, Idaho 83704

#### ARTICLE VI.

The number of directors constituting the initial Board of Directors is two (2), who shall serve until the first annual meeting of the shareholders or until their successors are elected. Their names and addresses are:

Joseph L. Glaisyer  
877 N. Liberty  
Boise, Idaho 83704

Don Brown  
877 N. Liberty  
Boise, Idaho 83704

## ARTICLE VII.

The corporation shall indemnify any present or former officer or director of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, and their respective heirs, administrators, personal representatives, successors and assigns, against any and all costs and expense, including, but not limited to, counsel fees, judgments paid and amounts paid in settlement (before or after legal proceedings are commenced), actually and reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative or otherwise in nature, in which such person may be involved by reason of being or having been such director or officer of the corporation or such other corporation, except in relation to matters as to which he shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of a duty to the corporation or such other corporation. A conviction or judgment, whether based on a plea of guilty or nolo contendere or its equivalent, or after trial, in a criminal action, suit or proceeding shall not be deemed an adjudication of liability for negligence or misconduct in the performance of a duty to the corporation, or such other corporation, if such director or officer acted in good faith and believed that such action was for the best interest of the corporation or such other corporation with no reasonable cause to believe that the action was illegal. The foregoing indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any bylaw, agreement, vote of shareholders or otherwise. The corporation, its officers, directors, employees or agents shall be fully protected in taking any action or making any payment under this Article VII, or in refusing to do so upon the advice of counsel.


## ARTICLE VIII.

The name and address of the Incorporator is:

Joseph L. Glaisyer  
877 N. Liberty  
Boise, Idaho 83704

I, the undersigned incorporator named in the foregoing Articles of Incorporation of REAL ESTATE CONCEPTS, INC., declare under penalty of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

DATED this 25<sup>th</sup> day of February, 1988.

  
Joseph L. Glaisyer  
877 N. Liberty  
Boise, Idaho 83704

STATE OF IDAHO     )  
                              ) ss.  
COUNTY OF ADA    )


I, JOSEPH L. GLAISYER, being first duly sworn, depose and say:

I am the incorporator; I have read the foregoing Articles of Incorporation, and the same are true as I verily believe.

IN WITNESS WHEREOF, I have hereunto set my hand this 25<sup>th</sup> day of February, 1988.

  
Joseph L. Glaisyer

SUBSCRIBED AND SWORN to before me this 25<sup>th</sup> day of February, 1988.

  
Notary Public for Idaho.  
Residing at Boise, Idaho.  
My Commission Expires 6-4-1991