

State of Idaho

Department of State

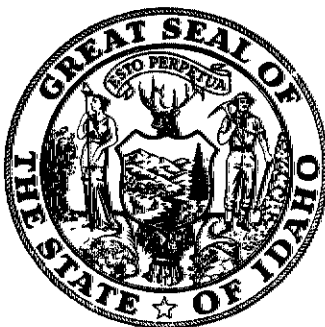
CERTIFICATE OF INCORPORATION OF

B. W. BALDWIN, INC.
File number C 108038

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: October 17, 1994



Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]*

ARTICLES OF INCORPORATION

OF

B. W. BALDWIN, INC.

THE UNDERSIGNED INCORPORATORS BEING OVER THE AGE OF EIGHTEEN (18) YEARS, COME FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO, AND IN PURSUANCE THEREOF DO HEREBY SIGN AND DELIVER TO THE SECRETARY OF STATE OF THE STATE OF IDAHO THE FOLLOWING ARTICLES OF INCORPORATION, IN DUPLICATE ORIGINALS, AND HEREBY STATE AS FOLLOWS:

IDAHO SECRETARY OF STATE
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I. NAME

The name of the corporation shall be B. W. BALDWIN, INC.

II. DURATION

The period of duration of the Corporation shall be perpetual.

III. PURPOSE

The purpose of the corporation is to engage in the real estate brokerage business or any other lawful business and perform any lawful act or activity for which a corporation may be organized under the General Corporation Laws of Idaho other than the banking business, the trust company business or the practice of a profession, other than real estate brokerage, permitted to be incorporated by the State of Idaho.

IV. REGISTERED OFFICE, AGENT

The registered office of the Corporation is to be located at 105 Lakeview Drive, Coeur d'Alene, Idaho, 83814, and MR. BRAD W. BALDWIN, is its registered agent at that address.

V. STOCK

This Corporation shall be authorized to issue one class of shares and 1,000 shares in number, which have no par value.

VI. BOARD OF DIRECTORS

The number of directors of this corporation shall be fixed by the By-Laws and may be increased or decreased from time to time in the manner specified therein. The initial Board of Directors shall consist of two directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting and until their successors are elected and qualify, unless they resign or are removed are:

: C

BRAD W. BALDWIN
JANICE H. BALDWIN

c/o 105 Lakeview Drive
Coeur d'Alene, ID 83814

VII. BY-LAWS

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

VIII. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner NOW or hereinafter prescribed by statute, and all rights conferred herein are granted subject to this reservation.

IX. CONTRACTS IN WHICH DIRECTORS HAVE INTEREST

Any contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any corporation, firm, joint venture, association or other entity of which one or more of its directors are stockholders, members, directors officers, or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction, and notwithstanding his or their participation in such action, by voting or otherwise, even though his, her or their presence or vote, or both, might have been necessary to obligate this Corporation upon such contract or transaction; provided that the fact of such interest shall be disclosed to or known by the directors acting on such contract or transaction.

X. NAME AND ADDRESS OF INCORPORATORS

The name and post office address of each of the incorporators of the Corporation is as follows:

BRAD W. BALDWIN
105 Lakeview Drive
Coeur d'Alene, ID 83814

JANICE H. BALDWIN
105 Lakeview Drive
Coeur d'Alene, ID 83814

ADOPTED by the Incorporators this 13th day of October, 1994.


BRAD W. BALDWIN/Incorporator


JANICE H. BALDWIN/Incorporator