

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

RATLIFF REALTY, INC.

was filed in the office of the Secretary of State on the **twenty-seventh** day of **July** A.D., One Thousand Nine Hundred **seventy-two** and ~~will be~~ ~~duly recorded on Film No.~~ ~~microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for ~~Perpetual~~ Existence from the date hereof, with its registered office in this State located at **Post Falls, Idaho** in the County of **Kootenai**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **27th** day of **July**, A.D., **1972**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

RATLIFF REALTY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being residents and citizens of the United States of America, of legal age, all of whom are domiciled in and residents of the State of Idaho, do by this AGREEMENT associate ourselves together for the purpose of forming a corporation under the provisions of the laws of the State of Idaho, and we do hereby certify as follows:

I.

The name of this corporation shall be RATLIFF REALTY, INC.

II.

The purposes for which this corporation is formed are to engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and to do all acts permitted by the general business corporation laws of the State of Idaho or any other State, territory or foreign country in which it may engage in business, which purposes shall include, but not be limited to: conducting and operating the business of a real estate agent or broker, and on behalf of others, to buy, sell, deal in, lease, rent, and manage real estate and any interest therein, and to conduct any type of business, whether retail, wholesale or for the rendering of services; and to purchase or in any wise acquire

for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or tenure or any interest therein, and any property works or undertakings connected with the use or development of any property of the company, and as consideration therefor to pay cash or to issue the capital stock, debenture bonds, mortgage bonds or other obligations of the company; and to sell, convey, lease, mortgage, turn to account or otherwise deal with all or any part of the property of the company, and to manage, improve, develop and turn to account any land or contracts for purchase or sale of lands acquired by the company, or in which the company is interested, and, in particular, laying out subdivisions and plats therefor and improving the same and preparing the same for building purposes, constructing, altering or improving buildings thereon, letting on building lease or building agreement, and entering into contracts and arrangements of all kinds with buildings, tenants and others, and all other acts as are necessary or expedient to accomplish these stated purposes, and to engage in any other lawful business beneficial to the corporation.

III.

The duration of this corporation shall be perpetual.

IV.

The pose office address of the corporation's registered office is: Post Falls, Kootenai County, Idaho.

V.

The total authorized number of par value shares is 50,000. The aggregate value of the total authorized number of shares is \$50,000.00.

VI.

The stock of this corporation shall be divided into two classes, namely, voting and non-voting stock, but shall in all other respects be equal in status, and each share shall have a par value of \$1.00. The total number of shares of such voting stock authorized is 25,000 shares, and the total number of shares of such non-voting stock authorized is 25,000 shares.

VII.

The names and addresses of each of the incorporators and the number of shares for which each has subscribed is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
JAMES V. RATLIFF	Mica Creek Coeur d'Alene, Idaho	7,200
WILLIAM S. MILLER	Hayden Lake, Idaho	7,200
HILDE KELLOGG	519 E. 17th Avenue Post Falls, Idaho	3,600

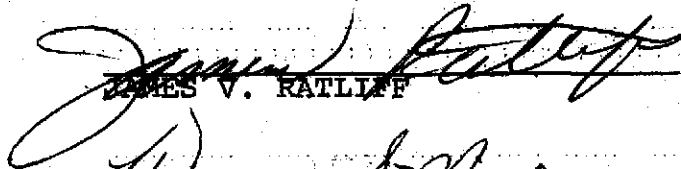
VIII.

The directors of this corporation shall adopt such By-Laws as are necessary for the operation of the business of this corporation and shall have the right to amend such By-Laws in conformity with the provisions of said By-Laws.

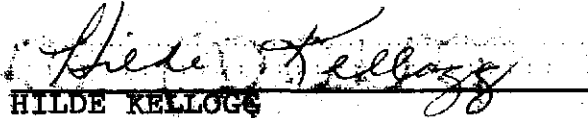
IX.

The number of directors to be elected at the first meeting of the corporation, and who shall act and serve until their successors are duly elected by the shareholders, is three (3).

IN WITNESS WHEREOF, we have hereunto subscribed our
names and seals this 20th day of July, 1972.


JAMES V. RATLIFF


WILLIAM S. MILLER


HILDE KELLOGG

