



**Department of State.**

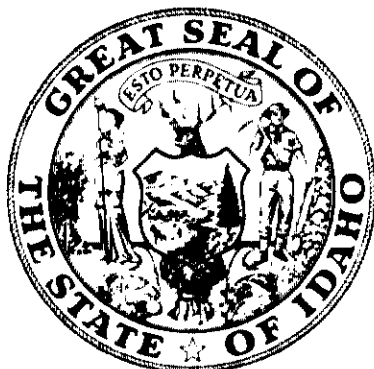
**CERTIFICATE OF AUTHORITY  
OF**

**REALTY INVESTMENT MANAGEMENT COMPANY**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **REALTY INVESTMENT MANAGEMENT COMPANY** 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 **REALTY INVESTMENT MANAGEMENT COMPANY** to transact business in this State under the name **REALTY INVESTMENT MANAGEMENT COMPANY** and attach hereto a duplicate original of the Application for such Certificate.

Dated **July 16**, 19 **81**



*Pete T. Cenarrusa*

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 REALTY INVESTMENT MANAGEMENT COMPANY
2. \*The name which it shall use in Idaho is REALTY INVESTMENT MANAGEMENT COMPANY  
and RIMCO
3. It is incorporated under the laws of NEVADA
4. The date of its incorporation is August 12, 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  
c/o The Corporation Trust Company of Nevada, One East First  
Street, Reno, Nevada 89501
6. The address of its proposed registered office in Idaho is 319 Walnut Avenue, Ketchum  
Idaho 83340, and the name of its proposed  
registered agent in Idaho at that address is Edward A. Lawson
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
Any lawful purposes

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Cynthia Logan</u>	<u>Director/Vice-pres/</u> <u>Assistant Secretary</u>	<u>P.O.Box 3692</u> <u>St. Thomas, USVI 00801</u>
<u>Robert J. Newson</u>	<u>President/Secretary</u> <u>Treasurer</u>	<u>611 W. 14th Street</u> <u>Austin, Texas 78701</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>25,000</u>	<u>common</u>	<u>One Dollar</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>10,000</u>	<u>common</u>	<u>one dollar</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 June 26, \_\_\_\_\_, 19 81

REALTY INVESTMENT MANAGEMENT COMPANY

By Robert J. Newson  
Robert J. Newson  
Its \_\_\_\_\_ President

and Robert J. Newson  
Robert J. Newson  
Its \_\_\_\_\_ Secretary

STATE OF Idaho )  
  ) ss:  
COUNTY OF Blaine )

I, Edward A. Lawson, a notary public, do hereby certify that on this 26th day of June, 19 81, personally appeared before me Robert J. Newson, who being by me first duly sworn, declared that he is the President of Realty Investment Management Company

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Edward A. Lawson  
Notary Public

\*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

ARTICLES OF INCORPORATION

OF

AUG 12 1980

REALTY INVESTMENT MANAGEMENT COMPANY

DEL. CHANCEMAN - SECRETARY OF STATE

\* \* \* \* \*

*W. D. Sullivan*  
No. 1150090

FIRST. The name of the corporation is

REALTY INVESTMENT MANAGEMENT COMPANY

SECOND. Its principal office in the State of Nevada is located at One East First Street, Reno, Washoe County, Nevada 89501. The name and address of its resident agent is The Corporation Trust Company of Nevada, One East First Street, Reno, Nevada 89501.

THIRD. The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on are:

To engage in any lawful activity for which corporations may be formed under the Nevada Revised Statutes.

To engage in any lawful activity and to manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises and to take the same by devise or bequest.

To acquire, and pay for in cash, stock or bonds

of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidences of the indebtedness created by any other corporation or corporations of this state, or any other state or government, and, while owner of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any.

To borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at specified time or times, or payable upon the happening of a

specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful objects.

To purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or funds; provided it shall not use its funds or property for the purchase of its own shares of capital stock when 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, nor counted as outstanding, for the purpose of computing any stockholders' quorum or vote.

To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects hereinbefore enumerated or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects hereinbefore set forth.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The amount of the total authorized capital stock of the corporation is twenty-five thousand dollars (\$25,000.00) consisting of twenty-five thousand (25,000) shares of stock of the par value of one dollar (\$1.00) each.

FIFTH. The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the by-laws of this corporation, provided that the number of directors shall not be reduced to less than three (3), except that in cases where all the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The initial number of stockholders shall be one (1).

The name and post-office address of the first board of directors, which shall be one (1) in number, are as follows:

NAMEPOST-OFFICE ADDRESS

Cynthia L. Logan

P. O. Box 3692  
St. Thomas US Virgin Islands  
00801

SIXTH. The capital stock, after the amount of the subscription price, or par value, has been paid in shall not be subject to assessment to pay the debts of the corporation.

SEVENTH. The name and post-office address of each of the incorporators signing the Articles of Incorporation are as follows:

NAMEPOST-OFFICE ADDRESS

Janet Gerkin

235 Montgomery Street  
San Francisco, California 94104

Peter F. Souza

235 Montgomery Street  
San Francisco, California 94104

Barbara Cannizzo

235 Montgomery Street  
San Francisco, California 94104

EIGHTH. The corporation is to have perpetual existence.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

Subject to the by-laws, if any, adopted by the stockholders, to make, alter or amend the by-laws of the corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

By resolution passed by a majority of the whole board, to designate one (1) or more committees, each committee to consist of one (1) or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of stockholders holding stock entitling them to exercise at least a majority of the voting power given at a stockholders' meeting called for that purpose, or when authorized by the written consent of the holders or at least a majority of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

TENTH. Meetings of stockholders may be held outside the State of Nevada, if the by-laws so provide.

The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Nevada at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

ELEVENTH. This corporation reserves the right to amend, alter, change or repeal any provision contained in the articles of incorporation, in the manner now or hereafter prescribed by statute, or by the articles of incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Nevada, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands this 8th day of July, 1980.

/s/ JANET GERKIN

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Janet Gerkin

/s/ PETER F. SOUZA

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Peter F. Souza

/s/ BARBARA CANNIZZO

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Barbara Cannizzo

STATE OF CALIFORNIA       )  
                                  )  
COUNTY OF SAN FRANCISCO   )       ss:

On this 8th day of July, 1980, before me, a  
Notary Public, personally appeared Janet Gerkin,  
Barbara Cannizzo and Peter F. Souza, who severally  
acknowledged that they executed the above instrument.

/s/ J. DOUGLAS JINKS  
J. Douglas Jinks Notary Public

