

Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

SAFE-BUY REAL ESTATE AGENCY, INC.

a corporation duly organized and existing under the laws of **Arkansas** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **fourteenth** day of **June** 19**73**, a properly authenticated copy of its articles of incorporation, and on the **fourteenth** day of **June** 19**73**, a designation of **T.H. Eberle or R.B. Kading or J.R. Gillespie** the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

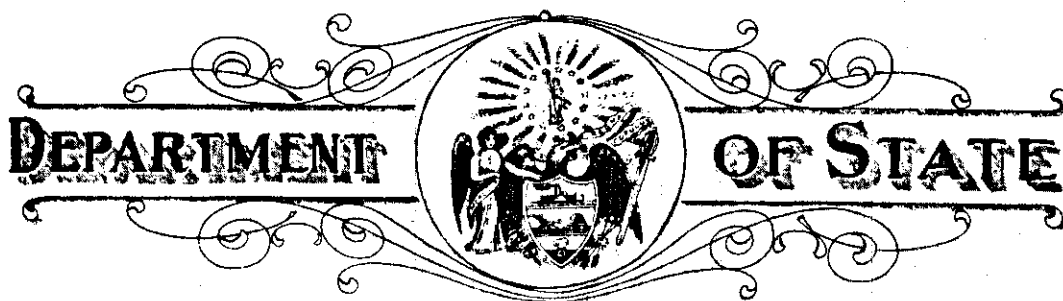
AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **14th** day of **June**, A.D., 19**73**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

STATE OF ARKANSAS



KELLY BRYANT, SECRETARY OF STATE

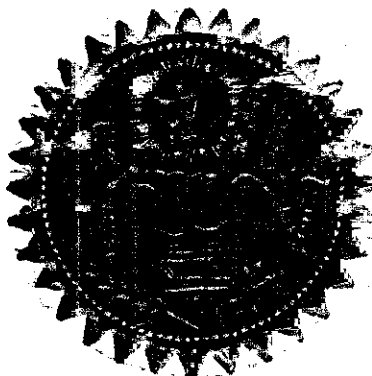
*To All to Whom These Presents Shall Come, Greeting
I, Kelly Bryant, Secretary of State of the State of Arkansas,
do hereby certify that the following and hereto attached instrument
of writing is a true and perfect copy of*

ARTICLES OF INCORPORATION
AMENDMENTS FILED TO DATE

OF

SAFE-BUY REAL ESTATE AGENCY, INC.

Original articles filed:
May 13, 1959



*In Testimony Whereof I have hereunto
set my hand and affixed my official seal
Done at office in the City of Little Rock
this* 24th *day of* May 19 73

KELLY BRYANT

By Lois M. Hys *Secretary of State*
Deputy

ARTICLES OF INCORPORATION
OF
SAFE-WAY REAL ESTATE AGENCY, INCORPORATED

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of Chapter One of an Act of the General Assembly of the State of Arkansas entitled "An Act to provide for the formation of corporations, the regulation and control of corporations, and for other purposes," approved April 1, 1931, do hereby certify as follows:

First: The name of this corporation is SAFE-WAY REAL ESTATE AGENCY, INCORPORATED.

Second: The nature of the business or objects or purposes for which this corporation is organized are:

To conduct a general real estate brokerage and commission business; to act as agent or broker for others in the purchase, sale, or management of real estate, leaseholds, personal property and going businesses, and to negotiate loans thereon for others; to cooperate with other brokers in the purchase, sale, or management of such property or businesses for others, and to provide advertising services for such brokers; to advertise such property for sale, lease, or occupancy in newspapers, magazines, other publications, over radio and television, and all other media of communication, including forms of advertising published and circulated by this corporation.

To adopt, apply for, register, obtain, purchase, lease, or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive or limited, or any part interest therein, whether in the United States or in any other country; to hold, own, use, operate, develop grant licenses and immunities in respect of, manufacture under and introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and in any manner deal with and contract with reference to any patent rights, concessions, licenses, inventions, devices, formulae, processes, and any improvements or modifications thereof, or any other rights or privileges, copyrights, designs, trade-marks, trade names or other indices of ownership or origin; to manufacture, produce, trade, and deal in all machinery, plants, articles, appliances, and other things capable of being manufactured, produced, traded or dealt in by virtue of or in connection with any such rights, privileges, letters patent, concessions, licenses, inventions, or other indices of ownership or origin as aforesaid.

To purchase, lease, or otherwise acquire, and to hold, own, sell, or otherwise dispose of real and personal property of all kinds, to subscribe or cause to be subscribed for, and

to purchase or otherwise acquire, hold for investment, own, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes, and other evidences of indebtedness of any corporation, association, individual or individuals, and while owners of any of said property to exercise all the rights, powers, and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time to the same extent as natural persons could do.

To purchase, hold, sell, and reissue the shares of its own capital stock.

To acquire and take over as a going concern and thereafter to carry on the business of any person, firm, association, or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith to buy, lease, or otherwise acquire the good will and all or any of the assets and to assume or otherwise provide for all or any of the liabilities of any such business.

To borrow money for its corporate purposes, and to make, accept, indorse, execute, and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property, or for any purpose in or about the business of the corporation, and, if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust, or otherwise.

To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of the corporation or business of a similar nature, with any person, firm, corporation, private, public, or municipal, body politic under the government of the United States, or any state, territory or colony thereof, or any foreign government, so far as the same may be done and performed by corporations organized under the laws of the State of Arkansas; and to carry on business at any place or places in the United States or any other part of the world.

To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals and either as principals, or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes, or powers or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Arkansas upon corporations organized under the corporation law of said state.

Third: The period for which this corporation shall exist, unless at an earlier date voluntarily dissolved through proper

corporate action, shall be perpetual.

Fourth: The principal office of this corporation shall be located at 3312 West Roosevelt Road, Little Rock, Arkansas, and it may have such branch office or offices elsewhere as may be thought necessary by its Board of Directors.

Fifth: The name and address of the resident agent for service of this corporation is as follows: W. H. Enfield, Box 447, Bentonville, Arkansas.

Sixth: (1) The total number of authorized shares of capital stock of this corporation is 4,000 shares of common stock of no par value. The capital of the corporation shall be at least equal to \$50 in respect to every issued share of common stock, plus such amounts as from time to time by resolution of the Board of Directors may be transferred thereto. The holders of record of common stock shall have exclusive possession of voting power of the corporation, and each holder shall be entitled in any matter requiring a vote to cast one vote for each share of common stock shown in his name upon the books of the corporation.

(2) The common stock authorized hereunder or under any amendment hereof may be issued in the discretion of the Board of Directors in payment for property, licenses, services, bonuses to officers or employees of the corporation, or for other assets or securities, including cash, necessary or desirable to be acquired or purchased from time to time for the corporation, or as a dividend on the common stock payable in common stock of the corporation.

(3) The common stock may be issued by the corporation from time to time for such consideration, not less than \$100.00 per share, as may be fixed from time to time by the Board of Directors.

Sixth: (4) The holders of common stock of the corporation shall have such preferential rights of subscription to any share of any class of stock of the corporation issued or sold, or to be issued or sold, or to any obligations convertible into stock of the corporation, or to any right of subscription to any thereof, as the Board of Directors in its discretion may determine.

(5) The corporation may issue, from time to time, in the discretion of the Board of Directors, (or in connection with the issue and sale of any shares of capital stock or bonds or other securities of the corporation) such rights or options entitling the holders thereof to purchase from the corporation any shares or fractions of shares of its capital stock as shall be determined by its Board of Directors. Such rights or options shall be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors. The terms upon which, the time or times at or within which, and the price or prices at which any such shares may be purchased from the corporation upon the exercise of any such rights or options shall be such as shall be fixed and stated in the resolution or resolutions adopted by the Board of Directors, providing for the creation and issuing of such rights or options. Such rights or options shall be transferrable subject to such restrictions, if any, as may be contained in the resolution or resolutions of the Board of Directors aforesaid.

Seventh: The amount of paid-in capital with which this corporation shall begin business is \$300.00.

Eighth: The name and post office address of each of the incorporators of this corporation and the statement of the number of shares of stock which each owns is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
C. N. Little	Bentonville, Arkansas	2
W. H. Enfield	Bentonville, Arkansas	2
Jane M. Clark	Bentonville, Arkansas	2

Ninth: The following provisions are inserted for the regulation and conduct of the affairs of the corporation, and it is expressly provided that they are intended to be in furtherance of and not in limitation or exclusion of the power conferred by statute:

(1) No contract or other transaction of the corporation with any other person, firm, or corporation or in which this corporation is interested shall be affected or invalidated by (1) the fact that any one or more of the Directors of this corporation is interested in or is a Director or officer of any other corporation; or (2) the fact that any Director individually or jointly with others may be a party to or may be interested in any such contract or transaction, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise arise by reason of contracting with the corporation for the benefit of himself or any firm or corporation which he may be in any way interested.

(2) No person not a stockholder of this corporation shall be elected or serve as a Director of the corporation.

(3) Both the stockholders and the Directors of the corporation may hold their meetings and the corporation may have an office or offices in such places outside the State of Arkansas as the by-laws or resolution of the Board of Directors may provide.

(4) The Board of Directors shall have power to make, amend, and repeal the by-laws of the corporation by vote of a majority of all the Directors at any regular or special meeting of the Board.

In Witness Whereof, the undersigned hereby declare and certify that the statements, matters, and things set forth

hereinabove are true, and have accordingly hereunto set our hands this 11th day of May, 1959.

C. N. Little (L.S.)
W. H. Enfield (L.S.)
Jane M. Clark (L.S.)

CERTIFICATE OF INCORPORATORS

STATE OF ARKANSAS)
COUNTY OF BENTON) ss.

Be It Remembered that on this 11th day of May, 1959, personally came before me, the undersigned, a notary public within and for the State and County aforesaid C. N. Little, W. H. Enfield, and Jane M. Clark, parties to the foregoing Articles of Incorporation, known to me personally to be such, and severally acknowledged the same to be the act and deed of the signers severally and respectively, and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.

Oliver Lee Craig
Notary Public

My Com. Expires:

Sept. 6, 1961.

CERTIFICATE OF CLERK

STATE OF ARKANSAS)
COUNTY OF PULASKI) ss.

I, R. S. Peters, Clerk of the County and Probate Courts in and for Pulaski County, Arkansas, do hereby certify that the foregoing instrument in writing, being Articles of Incorporation of Safe-Way Real Estate Agency, Incorporated, was filed for record in my office on the _____ of _____, 1959, and the same is now duly recorded in Book _____ at Page _____ of the records of my said office.

In Testimony Whereof, I hereunto set my hand and the seal of said Court this _____ day of _____, 1959.

County Clerk

John May
State of
Arkansas

FILED

MAY 13 1959

C. G. HALL

SECRETARY OF STATE

BY

[Signature]

[Initials]

LITTLE & ENFIELD
ATTORNEYS AT LAW
BENTONVILLE, ARKANSAS

CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION

STATE OF ARKANSAS)
COUNTY OF PULASKI) ss.

Pursuant to resolution adopted by the Board of Directors of
SAFE-WAY REAL ESTATE AGENCY, INC., on the 25th day of August, 1961,
confirmed by vote of stockholders at a meeting regularly called,
the name of this corporation is changed to SAFE-BUY REAL ESTATE
AGENCY, INC.

WITNESS the hand and seal of the corporation by its President
and Secretary, this 31st day of August, 1961.

ATTEST:

Golda H. Taylor
Secretary.

E. H. Taylor
President.

ACKNOWLEDGMENT

On this day personally appeared before the undersigned notary
public, duly qualified, commissioned and acting, E. H. Taylor and
Golda H. Taylor, well known to me to be President and Secretary,
respectively, of Safe-Way Real Estate Agency, Inc., who acknowledg-
ed that their act in signing the foregoing certificate was author-
ized by the corporation and was the act of the corporation for the
uses, consideration and purposes therein set forth.

Witness my hand and seal as such notary public this 31st
day of August, 1961.

My com. exp.

Leland L. Brown
Notary Public

March 18, 1964

**MINUTES OF SPECIAL MEETING FOR SAFE-BUY
REAL ESTATE AGENCY**

Meeting held 10:30 a.m. on October 14, 1963 at Home Office,
712 West Third Street, Little Rock, Arkansas.

Meeting called to order by President, E.H. Taylor. Quorum
was present and majority of outstanding shares of stock was
represented.

Motion made by Lee Down that the Safe-Buy Real Estate
Agency, Inc. be moved and relocated to 712 West Third St.,
Little Rock, Pulaski County, Arkansas. Motion seconded
by Golda H. Taylor. Motion carried. As no further business
was to be transacted, the meeting was adjourned.

Golda H. Taylor
Secretary

CERTIFICATE OF AMENDMENT

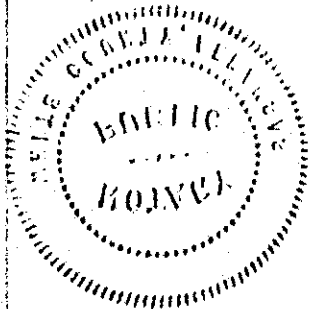
SAFE-BUY REAL ESTATE AGENCY, INC., a corporation duly organized, created and existing under and by virtue of the laws of the State of Arkansas, by its President and its Secretary, DOES HEREBY CERTIFY:

At a special (~~or regular~~) meeting of the stockholders of said corporation, duly called and held at the office of said company, in the City of Little Rock, in the State of Arkansas, on the 14th day of October, A. D. 1963, notice thereof having been given in writing to all of the stockholders entitled to such notice, and at which meeting a majority in value of the issued and outstanding stock was represented either in person or by duly authorized proxy, the following resolution was offered and adopted by the votes of a majority of the stock so outstanding:

BE IT RESOLVED, that Article 1 of the Articles of Incorporation of this company be, and the same is hereby, amended to read as follows:

ARTICLE I. OFFICES

Section 1. The principal office shall be located at 712 West Third Street, in the City of Little Rock, Pulaski County, Arkansas. The corporation may have such branch office or offices at such other places within and without the State of Arkansas as shall be determined by the Board of Directors.

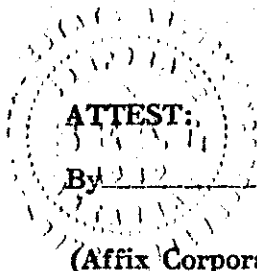


IN WITNESS WHEREOF, the said SAFE-BUY REAL ESTATE AGENCY, INC.

has caused its corporate name to be subscribed by E. H. Taylor, its President, and its corporate seal hereto affixed and duly attested by Golda H. Taylor, its Secretary, on this the 14th day of October, A. D. 1963.

SAFE-BUY REAL ESTATE AGENCY, INC.

By E. H. Taylor President



ATTEST:

By Golda H. Taylor

(As

Secretary)

(Affix Corporate Seal)

STATE OF ARKANSAS

COUNTY OF WHITE

ss.

BE IT REMEMBERED, That on this 14th day of October,

A. D. 1963, came before me, the undersigned, a Notary Public in and for the State and County aforesaid, duly commissioned and acting,

E. H. Taylor President of ~~SAFE-BUY REAL ESTATE AGENCY, INC.~~

a corporation of the State of Arkansas, the corporation described in the foregoing certificate, known to me personally to be such, and he, as such President, duly executed said certificate before me, and acknowledged the said certificate to be the act and deed of the corporation, and to be his act and deed; and that the signatures of the said

President and of the Secretary of said corporation to the foregoing certificate are in the handwriting of the said President and of the Secretary of said corporation, respectively, and that the seal affixed to said certificate is the corporate seal of said corporation, and that his act of sealing, executing and acknowledging the said certificate was duly authorized by the stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

NOTARY

(Affix Notarial Seal)

Leland L. Brown

Notary Public

My Commission Expires March 18, 1964

(This certificate shall be filed in duplicate, original in the office of the Secretary of State, and a copy thereof, duly certified by the Secretary of State, shall then be filed in the office of the County Clerk.)

CERTIFICATE OF AMENDMENT

MICRO FILMED

Date

Reel No.

RECEIVED
1963
NOTARY
STATE

CERTIFICATE OF CLERK

STATE OF ARKANSAS

COUNTY OF

ss.

I, _____, Clerk of the County and Probate Courts in and for the County aforesaid, do hereby certify that the foregoing instrument of writing, being Certificate of Amendment of _____

was filed for record in my office on the _____ day of _____, 196____ and the same is now duly recorded in Book _____ Page _____ of the records of my said office.

IN TESTIMONY WHEREOF I hereunto set my hand and the seal of said Court this _____ day of _____, 196____.

County Clerk

2842

Safe-Buy Real Estate Agency, Inc.

CHANGE OF REGISTERED OFFICE OR AGENT

1. I, Web Long, President of
(Name of Officer) (Title)
Safe-Buy Real Estate Agency
(Use correct and complete corporate name)
a corporation organized under the laws of Arkansas, certify:
(State)
2. Pursuant to a resolution of the board of directors, duly adopted, the
address of the registered office in Arkansas has been changed
to
712 West Third St., Little Rock, Arkansas 72203;
(new registered office address) (Zip Code)
and the registered agent, whose business address is identical with such
registered office, has been changed to Web Long
(Name of newly appointed agent)

IN WITNESS WHEREOF, the undersigned corporation has caused this certificate
to be executed and its name by an officer of the corporation.

Safe-Buy Real Estate Agency

(Name of Corporation)

By Web Long Web Long
(Name of Officer indicated in Section 1 above)

STATE OF Arkansas

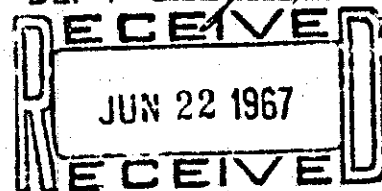
County of White

ss.

I, Judy Ann Johnson, a Notary Public, do hereby
certify that on the 21st day of June, A.D. 19 67, personally
appeared before me Web Long who declares he is
(Signature of Officer) (Title of Officer)
of the corporation executing the foregoing document in the capacity therein
set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year
before written.

My commission expires SEP 22 1969



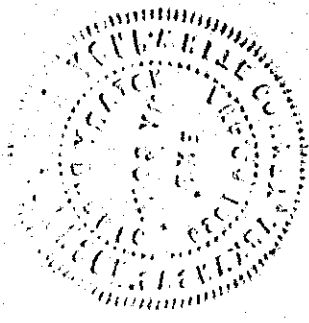
2842
Jesse-Bryant Seal Estate
Agency, Inc.

FILED

JUL 5 1967

KELLY BRYANT
SECRETARY OF STATE

BY



RECEIVED
JUL 5 1967
KELLY BRYANT
SECRETARY OF STATE

NOTICE OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT

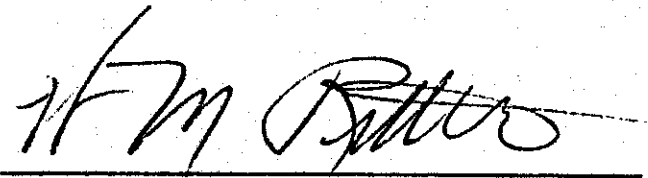
To: Kelly Bryant
Secretary of State
State of Arkansas
Little Rock, Arkansas 72201

Pursuant to the Arkansas Business Corporation Act, (Act 576 of 1965) the undersigned corporation, organized under the laws of the State of Arkansas, submits the following statement for the purpose of changing its registered office and its registered agent in the State of Arkansas.

1. Name of Corporation: Safe-Buy Real Estate Agency, Inc.
2. Address of its present registered office: 712 West Third Street, Little Rock, Arkansas.
3. Address to which registered office is to be changed: 2405 South Gaines Street, Little Rock, Arkansas.
4. Name of present registered agent: Web Long
5. Name of successor registered agent: W. M. Ritter

Dated 2-31, 1970.

SAFE-BUY REAL ESTATE AGENCY, INC.

By: 
President

FILED

AUG 4 1970

KELLY BRYANT
SECRETARY OF STATE

BY _____