

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

SOCIETY OF EXCHANGE COUNSELORS

a corporation duly organized and existing under the laws of **Iowa** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-ninth** day of **June,** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-ninth** day of **June,** 19 **65**, a designation of **R. Baker Young** in the County of **Canyon** 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 **29th** day of **June**, A.D. 19**65**.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

STATE OF IOWA

13901

OFFICE OF THE SECRETARY OF STATE

To All To Whom These Presents Shall Come, Greeting:
I, GARY L. CAMERON

G. Hebert S. Lybrand, Secretary of State of the State
of Iowa, do hereby certify that the following and hereto attached
is a true photostatic copy of *Minutes of Incorporation for*
Society of the Sons of the American Revolution, Inc.

As the same appear of record in this office.

In Testimony Whereof, I have hereunto
set my hand and affixed the official seal
of the Secretary of State at the Capitol, in
Des Moines, this *17th* day of *August*,
A.D. *ninety* hundred and *eight*.

Gary L. Cameron
Secretary of State



Deputy

RECEIVED

ARTICLES OF INCORPORATION
OF
SOCIETY OF EXCHANGE COUNSELORS

We, the undersigned, desiring to form a corporation not for pecuniary profit under the provisions of Chapter 504, Title XIX, Code of Iowa, 1962, and to assume all the powers, rights and provisions now or hereafter granted under the laws of the State of Iowa to such bodies corporate, do hereby adopt the following Articles of Incorporation:

ARTICLE I.

Section 1. The name of this corporation shall be Society of Exchange Counselors.

Section 2. The principal place of business of this Corporation shall be located at Iowa City, Johnson County, Iowa.

ARTICLE II.

Section 1. The objects and purposes for which this Corporation is organized are as follows:

a) To unite those who are qualified in modern real estate exchange counseling for the mutual benefit of the members and the public.

b) To buy, sell, convey, lease, mortgage, construct, maintain, develop, own, manage and operate buildings and facilities, and to deal generally in such real and personal property as may be convenient, incidental or necessary in furtherance of such objects and purposes.

c) To raise funds necessary for the furtherance of such objects and purposes and to this end to solicit and receive membership dues, initiation and other fees, and gifts and contributions in such amounts and from such persons, firms, and corporations as the Board of Directors (hereinafter referred to as Board of Governors) may determine.

d) To disseminate information concerning the corporation; to professionalize the specialty of exchange counseling and exchanging; to provide technical assistance to the members of the corporation and to present problems in the field of exchange counseling for the mutual resolution thereof by the members and to publicize the availability of members as being qualified to handle problems in exchange counseling and exchanging.

e) To do everything necessary, proper, advisable or convenient to the accomplishment of such objects and purposes, and to do all things incidental thereto or connected therewith.

Section 2. In addition to and not in limitation of the powers now or hereafter granted by the laws of the State of Iowa, this corporation shall have the power, to the same extent as possessed by natural persons, to do and perform any and all acts necessary, proper, incidental, relative, advisable or convenient to carry out the objects and purposes of the corporation including, but not limited to, the following specific powers:

a) To lease, acquire, construct, develop, improve, maintain, operate, control and

manage property and facilities relative thereto, and to contribute to the cost thereof, make leasehold improvements thereon, or otherwise assist, facilitate, or take part in the construction, maintenance, development, improvement, control and management thereof, and to perform such activities incidental thereto as the Board of Governors shall deem necessary, advisable or convenient.

b) To purchase, contract to purchase, take or grant options for, or otherwise acquire, own, hold, improve, lease, sell, convey, exchange, transfer, mortgage, pledge or otherwise encumber, construct, occupy, maintain, manage and operate property of all kind, real, personal, or mixed, necessary, advisable, convenient or incidental to the objects and purposes of the corporation, and to acquire such property, or any of it, by gift, devise or bequest.

c) To hold, purchase, or otherwise acquire, sell, assign, transfer, mortgage, pledge, encumber and otherwise deal in or with membership certificates, stocks, shares, bonds, notes, contracts, or other obligations of this or any other corporation, partnership, association, firm, individual, government, municipal body, or other political subdivision, and while the owner thereof to exercise all rights, powers and privileges of individual ownership thereof.

d) To borrow money, issue notes, bonds or other securities, and to secure the same by deeds of trust or mortgages on the whole or any part of the real or personal property owned by the corporation, or by pledge or mortgage of any

its assets upon such terms and conditions as the Board of Governors may determine.

e) To loan money and to invest or hold security therefor.

f) To purchase or otherwise acquire, hold, own, use, lease, sell, convey, assign, transfer, encumber, deal in or with, either alone or in conjunction with other persons or organizations, rights, property and business of any person, entity, partnership, firm, association or corporation engaged in objects and purposes, similar or complementary to those of this corporation.

g) To make, perform, execute, carry out, cancel or rescind contracts, and agreements, and to make guarantees for any person, partnership, firm, association, entity, or corporation in pursuance of the objects and purposes of this corporation.

h) To subscribe, pay or guarantee money for educational, scientific, charitable or benevolent objects or purposes, or for any public, general or useful object.

i) In furtherance and not in limitation of the objects, purposes and powers defined in this Article, to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the objects, purposes and powers enumerated, or incidental thereto, or which shall at any time appear conducive or expedient for the accomplishment of such objects,

purposes, and powers.

j) The statements contained in each clause of each section of this Article shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article, but shall be regarded as independent objects, purposes, and powers, and the corporation, in addition thereto, shall have all other powers now or hereafter conferred upon it by law, and shall also have the right and power to do all things to the same extent as natural persons might or could do, not prohibited by law.

ARTICLE III.

The corporate period of this corporation shall begin on the date the Secretary of State issues a certificate of incorporation, and shall continue for a period of fifty years thereafter, with the right of renewal or reincorporation unless sooner dissolved by a three-fourths vote of eligible members in good standing qualified to vote at any annual meeting or any special meeting of the members called for such purposes.

ARTICLE IV.

Section 1. This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized not for pecuniary profit, and no part of any net earnings thereof shall inure to the benefit of any member or other individual, and no dividend or distribution of property or assets to or among the members shall be made until the dissolution.

Section 2. In the event of dissolution of this corporation all of the property and assets thereof in excess of the initial

membership fees paid in by then existing members in good standing shall be distributed to such schools, colleges, universities, non-profit charitable educational, or scientific corporations or organizations, state, municipal bodies, or corporations as may be selected by the then Board of Governors of this Corporation.

ARTICLE V.

The corporation hereby organized shall have no capital stock and shall be composed of members, the classes, conditions, rights, regulations, and privileges of which shall be determined and fixed by the By-Laws.

ARTICLE VI.

Section 1. The business and affairs of the corporation shall be managed and conducted by a Board of Governors consisting of not less than three nor more than fifteen individuals, a majority of whom shall constitute a quorum for the transaction of business, and all powers of the corporation are vested in the Board of Governors, but the Board may provide for an executive committee to act between meetings of the Board.

Section 2. The Governors shall be elected at the annual meeting of the members of the corporation, with the number of such Governors, their election, qualification, and term of office to be fixed and determined in the By-Laws.

Section 3. The annual meeting of the members of the corporation shall be held at Iowa City, Iowa, on the 1st day of October of each year, or at such other place and time as may be fixed and

provided in the By-Laws, and notice thereof shall be given as provided in the By-Laws.

Section 4. The annual meeting of the Board of Governors shall be held immediately following the annual meeting of the members, at which time the Board of Governors shall elect a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers or assistant officers as they may determine or as may be provided in the By-Laws.

Section 5. The Board of Governors may fill all vacancies occurring in its membership or any office to serve until the time of the next annual meeting or until a successor is duly elected and qualified.

Section 6. Regular meetings of the Board of Governors and special meetings of the members of the Board of Governors shall be held upon such notice and at such time and place as fixed and determined in the By-Laws.

Section 7. The Board of Governors shall adopt the initial By-Laws and may thereafter adopt, alter, amend, or repeal the By-Laws of the corporation and may generally do any act or thing deemed by them to be necessary for the conduct and management of the affairs of the corporation, subject only to the limitations imposed by law or those Articles.

Section 8. Until the first annual meeting of the members of the corporation and until their successors are appointed or duly elected and qualified, the Governors of the corporation shall be:

<u>Name</u>	<u>Address</u>
Richard R. Reno	San Diego, California
Charles Grutzmacher	Mesa, Arizona
Louise Gale	Milford, New Hampshire
Jerry Cooley	Amarillo, Texas
Frank Daly	Treasure Island, Florida
Monroe A. Hayes	Honolulu
Raymond S. Jambor	St. Paul, Minnesota
William S. Lighthall	Scottsdale, Arizona
Glenn Mangels	Tucson, Arizona
George E. McCullough	Clearwater, Florida
W. S. Bert Watson	San Antonio, Texas
Byron D. Beeler	Iowa City, Iowa
Tom Takeuchi	Honolulu
Betty Pepper	Daytona Beach, Florida

Section 9. Until the first annual meeting of the Board of Governors and until their successors are appointed or duly elected and qualified, the officers of the corporation shall be:

President - Richard R. Reno
Vice President - Charles Grutzmacher
Secretary-Treasurer - Louise Gale

ARTICLE VII.

Section 1. Each Governor and officer of this corporation, whether or not then in office, shall be indemnified by the corporation against all costs, liabilities, judgments and expenses actually and reasonably incurred by, or imposed upon him in connection with or arising out of any action, suit, or proceedings in which he may be involved, directly or indirectly, or which he may be made a party by reason of his being or having been a Governor or officer of this corporation, or by reason of any action heretofore or hereafter at any time taken by him as Governor or officer of this corporation (such expenses to include the cost of reasonable settlements made

with a view to curtailment or avoidance of cost of litigation, or where a settlement is deemed for the best interests of this corporation under its obligation or indemnity), except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding, to have been guilty of bad faith or fraud in the performance of his duty as such Governor or officer, and the foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled by agreement, under the By-Laws, by vote of the members or otherwise.

Section 2. In the absence of fraud, any contract, agreement, or transaction between this corporation and one or more of its Governors, officers, or members, or any firm of which one or more Governors, officers, or members are members, employees, stockholders, parties, or otherwise interested, shall be valid for all purposes notwithstanding his or their presence at or participation in the meetings of the Board of Governors which acts upon such contract, agreement, or transaction, if the fact of such interest be disclosed or known to the Board of Governors and it shall approve of the contract, agreement, or transaction by a majority vote of Governors who are not interested parties.

ARTICLE VIII.

Section 1. Deeds, mortgages, contracts, leases, conveyances and other instruments creating, conveying, granting, or releasing any interest in real estate and all other instruments or contracts having or requiring the acknowledgment of its corporation shall be deemed sufficiently executed if signed by the President or Vice President and the Secretary or Treasurer of the corporation.

with the corporate seal affixed thereto.

Section 2. This corporation shall have a corporate seal with the name of the corporation and the words "Iowa" and "Corporate Seal" appearing thereon.

ARTICLE IX.

The private property of all Governors, officers and members of this corporation shall not be liable for corporate debts or obligations but shall be wholly exempt therefrom, and this Article may not be amended or changed except by the unanimous consent of all Governors, officers, and members in writing.

ARTICLE X.

Section 1. These Articles of Incorporation, except Article IX, may be amended at any annual meeting of the members or at any special meeting of the members called for such purpose by an affirmative vote of a majority of eligible members in good standing qualified to vote.

Section 2. Notice of any meeting at which it is proposed to amend these Articles of Incorporation shall be given by mailing to each eligible member in good standing qualified to vote at his last known post office address at least ten days prior to such meeting, a notice signed by the Secretary setting forth such proposed amendment in substance, or such other notice as now or hereafter may be required by law.

IN WITNESS WHEREOF, the undersigned have set their
hands this 1st day of July, 1963.

J. Byron Guernsey
J. BYRON GUERNSEY

402 West Fourth Street
Waterloo, Iowa

Byron D. Beeler
BYRON D. BEELER

218 E. Washington Street
Iowa City, Iowa

Richard R. Reno
RICHARD R. RENO

6316 El Cajon Boulevard
San Diego, California

STATE OF IOWA

SS.

BLACK HAWK COUNTY

On this 1st day of July, 1963, before me a
Notary Public in and for Black Hawk County, Iowa, personally
appeared J. Byron Guernsey, to me personally known to be the
person who executed the above and foregoing Articles of Incorpora-
tion and acknowledged the execution of the same to be his own
voluntary act and deed.

WITNESS my hand and Notarial Seal the day, month and
year last above written.



[Signature]
Notary Public in and for Black Hawk
County, Iowa

My commission expires July 1, 1964.

STATE OF IOWA
SS.
JOHNSON COUNTY

On this 4 day of July, 1963, before me a Notary Public in and for Johnson County, Iowa, personally appeared Byron D. Beeler, to me personally known to be the person who executed the above and foregoing Articles of Incorporation, and acknowledged the execution of the same to be his own voluntary act and deed.

WITNESS my hand and Notarial Seal the day, month and year last above written.

[Signature]
Notary Public in and for Johnson County,
Iowa

My commission expires July 13, 1964.

STATE OF CALIFORNIA
SS.
SAN DIEGO COUNTY

On this 5 day of July, 1963, before me a Notary Public in and for San Diego County, California, personally appeared Richard R. Reno, to me personally known to be the person who executed the above and foregoing Articles of Incorporation and acknowledged the execution of the same to be his own voluntary act and deed.

WITNESS my hand and Notarial Seal the day, month and year last above written.

[Signature]
Notary Public in and for San Diego County,
California
MAY CLARK
COMMISSION EXPIRES JULY 13, 1964

My commission expires July 13, 1964.

DEED OF THE
July 11, 1963 4-H 298 July 11 63
July 14, 2013 34991
James W. Pearson, Santa City, Iowa
1500
Residing at - 11, Johnson County, Iowa