

FILED/EFFECTIVE

**ARTICLES OF INCORPORATION**  
**OF**  
**ARROW 1031 EXCHANGE, INC.**  
**(an Idaho Guaranty, Title, and Trust Company)**

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STATE OF IDAHO

THE UNDERSIGNED, acting as incorporator, hereby adopts the following Articles of Incorporation pursuant to the provisions of the Idaho Business Corporations Act as it applies to Corporations incorporated pursuant to the provisions of Chapter 9, Title 30, Idaho Code:

**FIRST**

The name of the corporation is Arrow 1031 Exchange, Inc.

**SECOND**

The period of its duration is perpetual.

**THIRD**

The purpose for which the corporation is organized is for the transaction of any and all lawful business for which the corporation may be incorporated under the provisions of Chapter 9, Title 30, Idaho Code, including:

2.1 To act as escrow agent and escrow holder and to purchase and sell real estate and take charge of the same;

2.2 To act as a qualified intermediary for the purpose of facilitating exchanges of real and/or personal property within and without Idaho;

2.3 To act as escrow holder, escrow agent, trustee, receiver, liquidator, manager, broker, or referee or in other stations of trust or confidence;

2.4 To acquire, by purchase, subscription, or otherwise, and to own, hold, sell, assign, transfer, mortgage, pledge, exchange, deal in and with, or otherwise dispose of, shares of capital stock, bonds, debentures, obligations, evidences of indebtedness, and securities issued by any public or private corporation, government, or municipality, and other property, real and personal, and to pay cash therefor or to issue in exchange therefor shares of capital stock, bonds, notes, debentures, obligations, or evidences of indebtedness of the corporation;

2.5 To act as assignee, receiver, guardian, executor, and/or administrator;

2.6 To act as fiscal or transfer agent of any state, municipality, body politic, or corporation, and in such capacity to receive and distribute money, transfer, register, and countersign certificates of stocks, bonds, or other evidence of indebtedness, and to receive and manage any sinking fund thereof on such terms as may be agreed upon.

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#### **FOURTH**

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock with no par value.

#### **FIFTH**

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

#### **SIXTH**

The location of the initial registered office of the corporation is 205 N. Tenth St., Suite 300 and the name of its initial registered agent at such address is Alkire & Co., PLLC.

#### **SEVENTH**

The number of directors constituting the initial Board of Directors is two (2); and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

##### **NAME**

##### **ADDRESS**

Kimberly Trent

2115 S. Riva Ridge Place  
Boise, ID 83709

Christy Milliren

1543 Black Cat Road  
Kuna, ID 83634

#### **EIGHTH**

The name and address of the incorporator is as follows:

Steven E. Alkire  
205 N. Tenth St., Suite 300  
Boise, ID 83702

### NINTH

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to this reservation.

The Board of Directors is expressly authorized to alter, amend, or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by vote of holders of a majority of shares of the corporation's Common Stock.

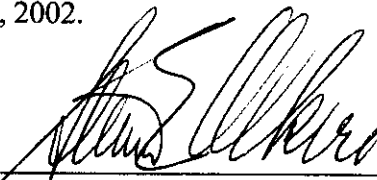
### TENTH

At each election of directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, one vote for each share owned by him. Shareholders have no right to vote their shares cumulatively in the election of directors.

### ELEVENTH

A director of this corporation shall not be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty of this corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 30-1-833, Idaho Code, or (d) for any transaction from which the director derived an improper personal benefit. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Eleventh by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

DATED this 12 day of Sept, 2002.

  
\_\_\_\_\_  
STEVEN E. ALKIRE

# AFFIDAVIT

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CLERK OF STATE  
STATE OF IDAHO

**Pursuant to Section 30-903, Idaho Code**

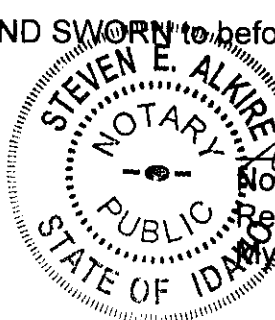
The undersigned, Christy Milliren, the duly appointed and constituted Treasurer of Arrow 1031 Exchange, Inc., an Idaho Guaranty, Title, and Trust Company (the "Company"), pursuant to the provisions of 30-903, Idaho Code, hereby represents and affirms under oath that she is familiar with the capital structure of the Company and the books and records of the Company and, as of the date hereof, the Company has paid up capital in an amount not less than Twenty-Five Thousand and no/100 Dollars (\$25,000.00).

FURTHER YOUR AFFIANT SAITH NOT

DATED this 13<sup>th</sup> day of September, 2002.

Christy Milliren  
Christy Milliren

SUBSCRIBED AND SWORN to before me this 13 day of September, 2002.

 Steven E. Alkire  
Notary Public for Idaho  
Residing at: \_\_\_\_\_  
Commission Expires: 10/11/06