



CERTIFICATE OF INCORPORATION  
OF

TANNER REALTY, INC.

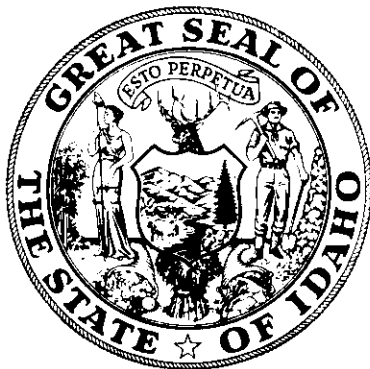
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

TANNER REALTY, INC.

duly signed 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  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: September 21, 1981



SECRETARY OF STATE

by:

ARTICLES OF INCORPORATION

OF

TANNER REALTY, INC.

ARTICLE I. NAME. The name of the corporation is Tanner Realty, Inc.

ARTICLE II. INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT. The initial registered office of the Corporation in the State of Idaho is at 119 North State, Rigby, Idaho. The initial registered agent is Nyle Tanner, 119 North State, Rigby, Idaho.

ARTICLE III. DURATION. The Corporation shall have perpetual existence.

ARTICLE IV. PURPOSES. The purpose for which this Corporation is organized are:

(a) To engage in the business of buying, selling, brokering and servicing real estate. To own, lease, establish, equip, maintain, and operate real estate offices throughout the state of Idaho or any other place where the Corporation may carry on any of its business.

(b) To carry on such other business as may be necessary, convenient, or desirable to accomplish the above purposes, and to do all other things incidental thereto which are not forbidden by law or by these Articles of Incorporation.

(c) To carry on any other business as the Board of Directors deem necessary, convenient, or desirable, that may be carried on under the General Business Corporation Act of the Idaho code, and to do all other things incidental thereto which are not forbidden by law or by these Articles of Incorporation.

ARTICLE V. POWERS. The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the General Business Corporation Act under which this Corporation is formed. In addition, the Corporation shall have the following specific powers:

(a) To elect or appoint officers and agents of the Corporation and to fix their compensation;

(b) To act as an agent for any individual, association, partnership, corporation or other legal entity;

(c) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;

(d) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation, but such shares may only be purchased, directly or indirectly, out of earned surplus.

(e) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes, and in time of war, to make donations in aid of war activities.

#### ARTICLE VI. CAPITAL STOCK.

Section 1. Authorized Shares. (a) The total number of shares which this Corporation is authorized to issue is ten thousand (10,000) shares of Common Stock of one Dollar (\$1.00) par value.

Section 2. Dividends. (a) Dividends are payable on the Common Stock, when and as declared, out of the unreserved earned surplus.

Section 3. Voting rights of stockholders. (a) Each holder of the Common Stock shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. At each election of directors, each holder of the Common Stock shall have as many votes as the number of shares of Common Stock owned by him multiplied by the number of directors to be elected by the holders of the Common Stock. These votes may be divided among the total number of directors to be elected by the holders of Common Stock, or distributed among any lesser number, in such proportion as the holder may desire.

Section 4. Consideration for shares. The Common Stock shall be issued for such consideration, but not less than the par value thereof, as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgement of the Directors as to the value of any property or services received in full or partial payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid stock and shall be non-assessable.

Section 5. Pre-emptive rights. Except as may otherwise be provided by the Board of Directors, no holders of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

Section 6. Stock rights and options. The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgement of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

ARTICLE VII. MANAGEMENT. For the management of the business, and for the conduct of the affairs of the Corporation, and for the further definition, limitation, and regulation of the powers of the Corporation and its directors and stockholders, it is further provided:

Section 1. Size of board. The number of directors shall be as specified in the By-Laws of the Corporation, and such number may from time to time be increased or decreased in such manner as prescribed by the By-Laws. In no event shall the number of directors be less than one (1). Directors need not be stockholders.

- (a) Names and addresses of the initial Board of Directors. The initial Board of Directors shall be as follows; along with their addresses:

<u>Name</u>	<u>Address</u>
Nyle Tanner	119 North State, Rigby, Idaho
Cheryl Tanner	119 North State, Rigby, Idaho

Section 2. Powers of board. In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized and empowered:

(a) To make, alter, amend, and repeal the By-Laws, subject to the power of the Stockholders to alter or repeal the By-Laws made by the Board of Directors;

(b) Subject to the applicable provisions of the By-Laws then in effect, to determine, from time to time, whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to stockholder inspection. No stockholder shall have any right to inspect any of the accounts, books or documents of the Corporation, except as permitted by law, unless and until authorized to do so by resolution of the Board of Directors or of the Stockholders of the Corporations;

(c) To authorize and issue, without stockholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the Corporation, including after-acquired property;

(d) To determine whether any and, if so, what part, of the earned surplus of the Corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition of any such earned surplus;

(e) To fix, from time to time, the amount of the profits of the Corporation to be reserved as working capital or for any other lawful purpose;

(f) To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors, of the Corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations.

(g) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two or more directors, which, to the extent permitted by law and authorized by the resolution or the By-Laws, shall have and may exercise the powers of the Board.

(h) To provide for the reasonable compensation of its own members by By-Law, and to fix the terms and conditions upon which such compensation will be paid;

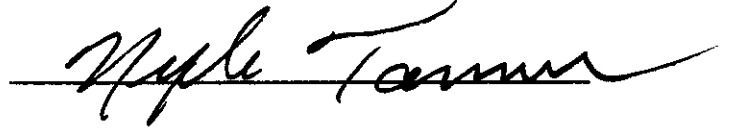
(i) In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Idaho, of these Articles of Incorporation, and of the By-Laws of the Corporation.

Section 3. Interested directors. No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall with disclosure of the director's or directors' interest, be submitted for the approval or ratification "of" the stockholders.

ARTICLE IX. PLACE OF MEETING; CORPORATE BOOKS. Subject to the laws of the State of Idaho the stockholders and the Directors shall have power to hold their meetings, and the Directors shall have power to have an office or offices and to maintain the books of the Corporation outside the State of Idaho, at such place or places as may from time to time be designated in the By-Laws or by appropriate resolution.

ARTICLE X. AMENDMENT OF ARTICLES. The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Idaho, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the directors, officers and stockholders are granted subject to this reservation.

IN WITNESS WHEREOF I have hereunto set my hand this tenth day of August, 1981.

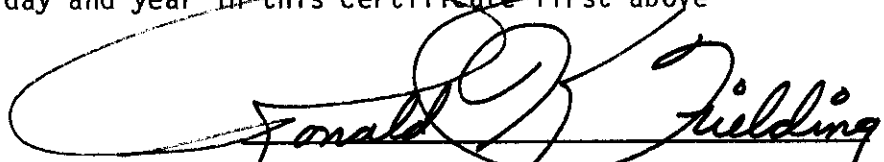


STATE OF IDAHO, )

County of Jefferson )

On this 10th day of August 1981, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared Nyle Tanner known to me to be the Incorporator of Tanner Realty Inc. whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
Ronald K. Fielding  
Notary Public for Idaho  
Residing at: Rexburg, Idaho  
My Commission Expires: Life

