



Department of State.

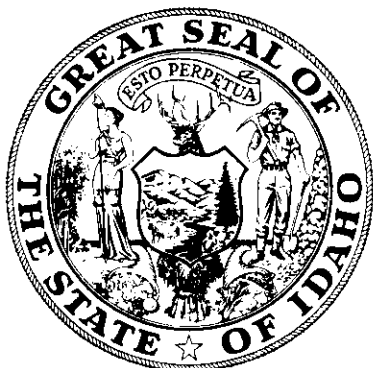
**CERTIFICATE OF AUTHORITY
OF**

GARY KLEVER, INC.

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

Dated **August 27**, 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 GARY KLEVER, INC.
2. *The name which it shall use in Idaho is GARY KLEVER, INC.
3. It is incorporated under the laws of THE STATE OF HAWAII
4. The date of its incorporation is JULY 17, 1979 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 P.O. BOX 2304, KAILUA-KONA, HAWAII 96740
6. The street address of its proposed registered office in Idaho is 271 LEADVILLE AV.
KETCHUM, IDAHO 83340, and the name of its proposed registered agent in Idaho at that address is GARY KLEVER
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
REAL ESTATE SALES
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>GARY KLEVER</u>	<u>PRES. / SEC.</u>	<u>P.O. BOX 3117 KETCHUM, ID. 83340</u>
<u>MARY KLEVER</u>	<u>V.P. / TREASURER</u>	<u>SAME</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>1,000</u>	<u>COMMON STOCK</u>	<u>\$ 1.00</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>4,000</u>	<u>COMMON STOCK</u>	<u>\$ 1.00</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 8/26/81, 1981.

By

GARY W. KLEVER
GARY W. KLEVER

Its _____ President

and

MARY KLEVER MARY KLEVER

Its TREASURER Secretary

STATE OF IDAHO)

COUNTY OF BLAINE) ss:

I, LYNN N SPILLER, a notary public, do hereby certify that on this 26TH day of AUGUST, 1981, personally appeared before me GARY & MARY KLEVER, who being by me first duly sworn, declared that he is the PRESIDENT & TREASURER of GARY KLEVER, INC.

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

Lynn N Spiller
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.

STATE OF HAWAII
DEPARTMENT OF REGULATORY AGENCIES
Honolulu

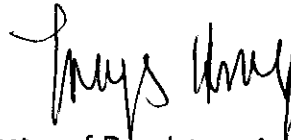
I, the undersigned Director of Regulatory Agencies of the State of Hawaii, hereby certify that the attached is a true and exact copy of the original Articles of Incorporation and Affidavit of Officers of

GARY KLEVER, INC.

as the same appears on file and of record in this Department.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Regulatory Agencies, at Honolulu, Hawaii.

Dated: July 17, 1979



Director of Regulatory Agencies

By

Corporation and Securities Administrator

STATE OF HAWAII
DEPARTMENT OF REGULATORY AGENCIES

In the Matter of the Incorporation)
of)
GARY KLEVER, INC.)
_____)

RECEIVED
BUSINESS REGISTRATION
DIVISION
JUL 2 4 23 PM '79
DEPARTMENT OF
REGULATORY AGENCIES
STATE OF HAWAII

ARTICLES OF INCORPORATION

and

AFFIDAVIT

TORKILDSON, KATZ,
JOSSEM & LODEN
Attorneys at Law
A Law Corporation.

OF COUNSEL

Thomas A. Bodden, Esq.
Suite 1512 Amfac Building
700 Bishop Street
Honolulu, Hawaii 96813

Attorneys for Incorporators.

STATE OF HAWAII
DEPARTMENT OF REGULATORY AGENCIES

In the Matter of the Incorporation)
) of
GARY KLEVER, INC.)

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, desiring to become incorporated and to obtain the benefits conferred on corporations by law, hereby enter into the following Articles of Incorporation, the terms of which shall be equally obligatory upon the parties hereto as well as upon all other persons who from time to time may be stockholders in the corporation.

1. The name of the corporation shall be:

GARY KLEVER, INC.

2. The place of the principal office of the corporation shall be in Kailua-Kona, Island of Hawaii, State of Hawaii. Upon its incorporation, the address of the corporation shall be:

75-5744 Alii Drive
Kailua, Kona, Hawaii 96740

or at such other office or offices within and without the State of Hawaii as its business may from time to time require.

3. The purpose for which this corporation is formed is to engage in the sale of real estate and to engage in, to the extent permitted by law, any business whatsoever anywhere in the world in its corporate capacity, in a partnership status, as part of a joint venture or in any other capacity. The corporation has all powers necessary or proper to carry on its business.

4. The corporation shall have perpetual duration.
5. The initial Board of Directors of the corporation and the initial officers of the corporation, along with the name and address of each is as follows:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Gary Klever	President, Secretary and Director	P.O. Box 2304 Kailua, Kona, HI 96740
Mary Klever	Vice President, Treasurer & Director	P.O. Box 2304 Kailua, Kona, HI 96740

The Board of Directors shall consist of not fewer than two (2) nor more than fifteen (15) as the By-Laws shall provide. Directors and officers shall be elected or appointed in the manner provided by the By-Laws and shall have the powers given to them in the By-Laws. Any person may hold two or more offices in the corporation unless forbidden to do so by the By-Laws or law. The officers of the corporation shall be a President, one or more Vice-Presidents, a Treasurer, and a Secretary along with such other officers as are provided for in the By-Laws. The Board of Directors shall, except as limited in the By-Laws, have all power necessary or proper to carry out all of the business of the Corporation, and the Directors may delegate such powers as they see fit, so long as such delegation is not prohibited by law or in the By-Laws.

6. The authorized capital stock of the corporation shall be ONE THOUSAND (1,000) shares of a par value of \$1.00 each with an aggregate par value of \$1,000.00; the corporation shall have the privilege of subsequent increase or extension of the authorized capital stock from time to time by the issuance of any class of stock to a total amount of not exceeding \$10,000,000.00. Stockholders shall not have pre-emptive rights.

7. No stockholder shall be liable for the debts of the corporation beyond the amount which may be due or unpaid upon any share or shares of stock of said corporation owned by him.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands this 29 day of June, 1979.

GARY KLEVER

MARY KLEVER

STATE OF HAWAII

(~~CITY &~~) COUNTY OF HAWAII

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} SS.
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On this 29th day of JUNE, 1979, before me the undersigned personally appeared GARY KLEVER and MARY KLEVER, to me known to be the persons described in and who executed the foregoing instrument, and severally acknowledged that they executed the same as their free act and deed.

Kathleen Belinski
Notary Public, State of Hawaii

My Commission Expires MARCH 25, 1980

A F F I D A V I T

STATE OF HAWAII
(CITY &) COUNTY OF

}
} SS.
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GARY KLEVER and MARY KLEVER, being severally sworn on oath, depose and say:

That they are named in the Articles of Incorporation filed herewith as President/Secretary and Treasurer, respectively, of GARY KLEVER, INC., that the number of authorized shares of stock of the proposed Corporation is ONE THOUSAND (1,000) shares of common stock of the par value of \$1.00 each, an aggregate par value of \$1,000.00; that capital stock in excess of three-fourths (3/4ths) of said authorized stock has been subscribed for; that more than ten per cent (10%) of the aggregate of the authorized capital stock has been paid in in cash; that the names of the subscribers for said shares, the number of shares subscribed for by each subscriber, the subscription price for the shares subscribed for and the amounts paid in by each subscriber are as follows:

<u>Name of Subscriber</u>	<u>No. of Shares Subscribed</u>	<u>Subscription Price for Shares</u>	<u>Amount Paid In</u>	<u>Manner Paid In</u>
Gary Klever	500	\$ 1.00	\$ 500.00	Cash
Mary Klever	500	\$ 1.00	\$ 500.00	Cash
TOTALS:	1,000		\$1,000.00	

And further affiants sayeth not:




GARY KLEVER



MARY KLEVER

Subscribed and sworn to before me
this 29th day of JUNE, 1979.



Notary Public, State of Hawaii
My Commission Expires MARCH 05, 1980