

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

FILED EFFECTIVE

2007 MAR 29 AM 8:58

OF

SECRETARY OF STATE
STATE OF IDAHO

INTERMOUNTAIN MULTIPLE LISTING SERVICE, INC.

The following Amended and Restated Articles of Incorporation are filed pursuant to the requirements of Idaho Code Section 30-1-1007, as set forth more fully in the Certificate of Amended and Restated Articles of Incorporation attached hereto.

I.

The name of this corporation is INTERMOUNTAIN MULTIPLE LISTING SERVICE, Inc.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The registered office of the corporation is 9550 W. Bethel Court, Boise, Idaho, 83709, and its registered agent at that address is ADA COUNTY ASSOCIATION OF REALTORS®, Inc.

IV.

The purposes for which this corporation is organized are as follows:

1. To facilitate the orderly dissemination and correlation of listing information concerning real and personal property to its participants and other authorized users, in order to better serve the buying and selling public.

2. To print, publish and issue forms, books periodicals, data, listings and any other printed matter and to provide the conditions under which such matter may be sold or distributed and the compensation to be charged therefor.

3. To acquire, purchase, sell, rent, lease or otherwise deal in contracts, mortgages, trust deeds and all other forms of real property, personal property, securities, equities and interests.

4. To loan money on real property, personal property or interests therein and to otherwise deal in any way or manner whatsoever in tangible or intangible property interests, both real and personal.

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5. To engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

6. To do any and all things necessary, reasonable, proper, convenient or incident to carrying out the purposes for which this corporation is formed.

7. To borrow money and to pledge, mortgage or hypothecate corporation property, or in any way or manner secure the payment of the same.

8. To do any other act, or to enter into any contract that a natural person might lawfully do or enter into, and generally, to transact and carry on any other business and to exercise any other powers which may be necessary, proper or convenient to be carried on or exercised in connection with any of the foregoing purposes or instances thereof.

9. To hire and employ agents and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

10. The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no way limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

V.

The aggregate number of shares the corporation is authorized to issue shall be five-thousand (5,000), all of which shall be common voting stock, each having a par value of one dollar (\$1.00) per share. No distinction shall exist between the shares of this corporation, and all such shares shall have the same rights in such corporation and shall be nonassessable when paid in full.

VI.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors.

The majority of the board members shall be "Participants" as defined and set out in the Bylaws, and the remaining members of the board shall either be Participants or other brokers, associate brokers or sales persons who are subscribers to the service and affiliated with a Participant and active members of INTERMOUNTAIN MULTIPLE LISTING SERVICE, Inc. The president of the ADA COUNTY ASSOCIATION OF REALTORS®, Inc., or the president's

duly appointed designee, shall automatically be a member of the board of directors with full voting privileges as will the immediate past-president of the board of directors for INTERMOUNTAIN MULTIPLE LISTING SERVICE, Inc.

VII.

All or any meetings of the shareholders, or of the board of directors may be held within or without the state of Idaho.

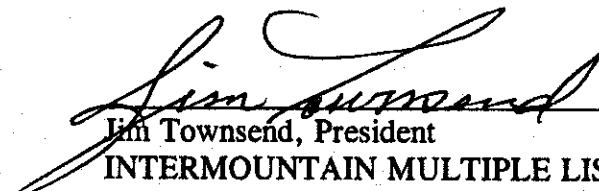
VIII.

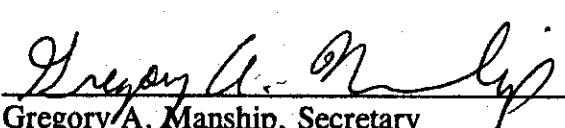
The corporation shall indemnify the directors, chief executive officer, and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

IX.

The power to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute shall be vested in the board of directors, provided that the shareholder shall approve such amendment, subject to this reservation and subject, further, that the right to amend the Bylaws or these Articles in connection with the number or make up of the INTERMOUNTAIN MULTIPLE LISTING SERVICE, Inc. board of directors shall not be changed to include anyone on said board of directors who is not a Participant or broker, associate broker or salesperson subscriber in the office of a Participant in the Multiple Listing Service of the corporation, and an active member of the National Association of REALTORS®.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated of the Articles of Incorporation this 21 day of March, 2007.


Jim Townsend, President
INTERMOUNTAIN MULTIPLE LISTING
SERVICE, Inc.

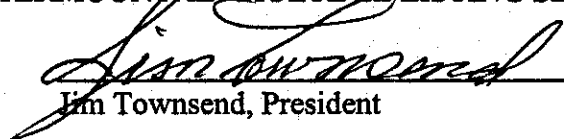

Gregory A. Manship, Secretary
INTERMOUNTAIN MULTIPLE LISTING
SERVICE, Inc.

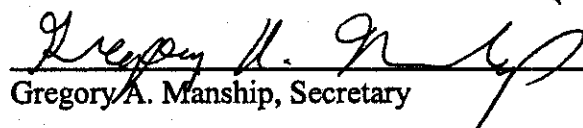
CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

Intermountain Multiple Listing Service, Inc. an Idaho corporation ("Corporation") hereby files amended and restated Articles of Incorporation pursuant to the requirements of Idaho Code §§ 30-1-1006 and 30-1-1007 and hereby certifies as follows:

1. The name of the Corporation is Intermountain Multiple Listing Service, Inc.
2. Article VI of the Articles of Incorporation has been amended to replace "past-chairman" with "past-president".
3. Article VIII of the Articles of Incorporation has been amended to replace "executive director" with "chief executive officer".
4. The amendments were each approved by the Corporation's shareholder on March 8, 2007.
5. The Amended and Restated Articles of Incorporation of Intermountain Multiple Listing Service, Inc. are attached.

INTERMOUNTAIN MULTIPLE LISTING SERVICE, INC.


Jim Townsend, President


Gregory A. Manship, Secretary