



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

ADA COUNTY MULTIPLE LISTING SERVICE, INC.

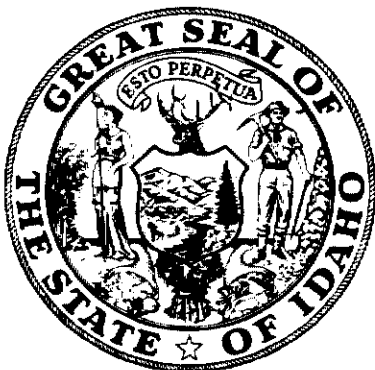
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

ADA COUNTY MULTIPLE LISTING SERVICE, 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 \_\_\_\_\_ August 3 , 19 79 .



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

FILED

AUG 3, 1979

~~Aug 1 2 43 PM '79~~ 9:00

ARTICLES OF INCORPORATION

OF

ADA COUNTY MULTIPLE LISTING SERVICE, INC.

KNOW ALL MEN BY THESE PRESENT, That we, the undersigned, each being a natural person of full age, a resident of Ada County, State of Idaho, and a citizen of the United States of America, do voluntarily and do hereby associate ourselves together for the purpose of forming a general corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be ADA COUNTY MULTIPLE LISTING SERVICE, INC.

ARTICLE II

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

ARTICLE III

The location of the registered office of this corporation shall be Boise, Ada County, State of Idaho, and the address of the registered office of this corporation shall be 6086 Emerald, Boise, Idaho 83704. *The registered agent is the Boise Board of Realtors, Inc.*

ARTICLE IV

The nature of the business and the objects and purposes of this corporation shall be:

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, personalty, securities, equities and interests.

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

5. To engage in any lawful activity.

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, servants 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 powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise 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.

#### ARTICLE V

The capital stock of this corporation shall be the sum of \$5,000.00 divided into 5,000 shares of common stock, each having a par value of \$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. That upon completion of formation of this corporation, all shares shall be issued to the Boise Board of Realtors, Inc., who shall thereafter wholly own the Ada County Multiple Listing Service, Inc.

#### ARTICLE VI

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services or any other rights or things of value for the use and purpose of the corporation and, when so issued, shall become and be fully paid the same as though paid for in cash at par; and the directors shall be the sole judge of the value of any property, services, right or thing acquired in exchange of capital stock.

#### ARTICLE VII

The names and post office addresses of the incorporators and organizers, who shall also serve as the members of the Multiple Listing Committee until the first election of said members of the corporation, are as follows:

Dale Duffy	3511 Hill Road	Boise, ID 83703
Thomas D. Clark	2524 North Fry	Boise, ID 83704
Alan K. Marchbanks	12600 Freedom Drive	Boise, ID
Viola M. O'Very	3802 Sycamore Drive	Boise, ID 83703
Kim P. Larsen	3970 Kilarney Drive	Boise, ID 83704
Darrell L. Field	1801 North Hilton	Boise, ID 83706
Bernard F. Gratton	P. O. Box 238	Boise, ID 83701

The private property of the stockholder of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

#### ARTICLE VIII

The Board of Directors, also to be known as the Multiple Listing Committee, shall consist of not less than five (5) nor more than fifteen (15) members. The majority of the Committee members shall be "Participants" as defined and set out in the By-Laws, and the remaining members of the Committee shall either be Participants or other brokers, associate brokers or salesmen who are affiliated with a Participant and active members of the Boise Board of Realtors, Inc. The President of the Boise Board of Realtors, Inc., or his duly appointed designee, shall automatically be a member with full voting privileges as will the immediate past chairman of the Committee.

#### ARTICLE 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 and all rights conferred upon the stockholder herein are granted, subject to this reservation and subject, further, that the right to amend the By-Laws or these Articles in connection with the number of or the makeup of the Board of Directors, also known as the Multiple Listing Committee, shall not be changed to include anyone on said Committee who is not a Participant

or broker or associate broker or salesman in the office of a Participant in the Multiple Listing Service of the Corporation and an active member of the Boise Board of Realtors, Inc.

We, the incorporators and organizers, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and have heretunto set our names, hands and seals this 10<sup>th</sup> day of July, 1979.

Dale Duffy

Thomas D. Clark

Alan K. Marchbanks

Viola M. O'Very

Kim P. Larsen

Darrell L. Field

Bernard F. Gratton

Dale Duffy  
Thomas D. Clark  
Alan K. Marchbanks  
Viola M. O'Very  
Kim P. Larsen  
Darrell L. Field  
Bernard F. Gratton

STATE OF IDAHO

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) ss.

County of Ada

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On this 10th day of July, 1979, before me, the undersigned, a Notary Public in and for said state, personally appeared Dale Duffy, Thomas D. Clark, Alan K. Marchbanks, Viola M. O'Very, Kim P. Larsen, Darrell L. Field, and Bernard F. Gratton.

known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they 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 hereinabove written.

Bernard F. Shaly  
Notary Public for Idaho  
Residence: Boise, Idaho