

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BROKER RESOURCES, INC.

File number C 116280

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 the above named corporation, 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 30, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sari Smock*

AUG 30 10 01 AM '96

ARTICLES OF INCORPORATION
OF BROKER RESOURCES, INC.

SECRETARY OF STATE
STATE OF IDAHO

he undersigned hereby establishes a general business corporation pursuant to the Idaho Business Corporation Act and adopts the following charter:

IDAHO SECRETARY OF STATE
DATE 08/30/1996 0900 22078
CK #: 37301605 CUST# 70399
CORP
100.00= 100.00

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1. The name of the Corporation is Broker Resources, Inc.
2. The Corporation shall commence on August 28, 1996, and the period of its duration is perpetual.
3. The purpose for which the Corporation is organized includes the transaction of any or all lawful business, including, but not limited to, mortgage brokerage and broker training services.
4. The address of the initial registered office is 205 E. Seltice Way, Suite D, Post Falls, Idaho. **The name of the Registered Agent is Gregg Bailey.**
5. The initial Board of Directors who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify as follows:

Gregg Bailey 205 E. Seltice Way, Suite D Post Falls, Idaho 83854	Anthony Skarisky 11855 N. Chase Rd. Rathdrum, Idaho 83858
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6. The Board of Directors shall consist of two persons, all of whom need to be shareholders of the Corporations.
7. Each director shall hold office until the next annual meeting of the Corporation or until his successor shall have been duly elected and qualified.
8. The officers of the Corporation shall be a president, vice-president, secretary and treasurer, and such other officers as the Board of Directors shall designate from time to time.
9. The officers of the Corporation shall be elected by the Board of Directors and shall hold office until their successors shall have been duly elected and qualified.
10. The duties and powers of the officers shall be such as are normal and customary for their respective positions and as are further designated by the Board of Directors.
11. The aggregate number of shares which the Corporation shall have authority to issue is 100,000 shares of common voting stock with no par value per share. The amount of money to be paid for each share will be determined by the Board of Directors as to the consideration to be paid for such shares.

12. Shares shall be voted only by the holder of record or another shareholder of the Corporation in accordance with a written proxy executed by a holder of record.


13. The shares of the Corporation held by a deceased or retired shareholder shall be either redeemed or canceled by the Corporation, or transferred to another shareholder within six months after the date of death or retirement.

14. The name and address of the incorporator is as follows:

Gregg Bailey
205 E. Seltice Way, Suite D
Post Falls, Idaho 83854

The undersigned applies to the State of Idaho, by virtue of the laws of the land, for a charter for the purposes and with the powers, ect. declared in the foregoing instruments.

Dated this 28th day of August, 1996.


Gregg Bailey, Incorporator


STATE OF IDAHO

County of Kootenai

On this 28th day of August, 1996, before me, the undersigned, a Notary Public in and for said State and County, personally appeared Gregg Bailey, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

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

Sharon A. Kotnik
Notary Public
State of Idaho


Notary Public for State of Idaho
Residing at: Post Falls, ID
My Commission Expires: 5/16/2002