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STATE OF IDAHO

ARTICLES OF INCORPORATION

FILED/EFFECTIVE

OF

VANDERWEY & BROWN, INC.

The undersigned, in order to form a corporation pursuant to Idaho Business Corporation Act, certify as follows:

ARTICLE I

The name of the corporation is Vanderwey & Brown, Inc. (hereafter "Corporation").

ARTICLE II

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

1. To engage in sale of real estate; and
2. To engage in any other lawful activity or business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The address of the initial registered office of the Corporation shall be 2624 N Montana, Caldwell, Id 83605 and the name of its initial registered agent at such address is Helena Vanderwey.

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ARTICLE V

The shares of stock to be issued by the Corporation shall consist of one class only, and the aggregate number of shares which the Corporation shall be authorized to issue shall be 10,000 shares of stock, each having a par value of \$1.00 per share. All shares of stocks shall be the same rights in such Corporation and shall be nonassessable when paid in full.

ARTICLE VI

The names and post office addresses of the incorporators and organizers, who have named themselves as the initial directors to serve until the first election of directors of the Corporation are as follows:

NAME:

ADDRESS:

Helena Vanderwey

2624 N Montana, Caldwell, Id 83605

Wayne Brown

2624 N Montana, Caldwell, Id 83605

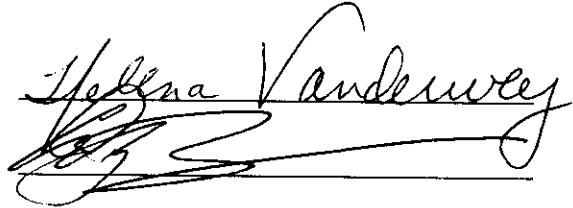
ARTICLE VII

The private property of the stockholders 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 Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Dated: 11-5-01

A handwritten signature in cursive script, reading "Helena Vandewey", written over a horizontal line.

ARTICLES OF INCORPORATION