

**CERTIFICATE OF INCORPORATION
OF**

MAGIC VALLEY REALTY, 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 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: May 30, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth Zabala*

ARTICLES OF INCORPORATION

OF

MAGIC VALLEY REALTY, INC.

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SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, being of full age and a citizen of the United States, do this day voluntarily form a corporation under the provisions of the Idaho Business Corporation Act, and I hereby certify in writing:

ARTICLE I

NAME

The name of the corporation shall be Magic Valley Realty, Inc.

ARTICLE II

PURPOSES AND POWERS

The purposes for which this corporation is formed are:

A. To operate a real estate brokerage firm and contract for a fee with buyers or sellers to buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein, including purchase and resell of said properties by the corporation.

B. To enter into, make, perform and carry out contracts of every sort and kind with any person, firm or corporation or other legal entity and to acquire and take over the good will, property, rights, franchises, options and assets of every kind and the liabilities of any person, firm, association, corporation or other legal entity either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation or otherwise.

C. To purchase or acquire property, business right or franchises or for any other object in or about its business affairs, to incur debts and to borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes or other evidence of indebtedness, and to acquire by purchase, gift or otherwise, shares of its own corporate stock and cancel the same or any part thereof, or hold all or any of such stock for resale as treasury stock, or for the purpose of making stock dividends to its shareholders and to restrict the transferability of its outstanding shares to the extent reasonably necessary to protect the rights of the corporation and its shareholders in any stock

purchase, contracts, or options that may be made between -1- themselves or any of them.

D. To act as surety or creditor in any and all types of engagements, including the power to execute, endorse and deliver contracts and to guarantee the prompt and faithful performance for payment of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership or corporation, and to act as accommodation co-maker or guarantor on obligations either as primary or secondary obligor.

E. Without in any manner limiting any of the objects, purposes or powers of the corporation, the business or purposes of said corporation shall be from time to time to do any one or more of all of the acts or things herein set forth.

F. The several subdivisions contained in this paragraph of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers, conferred on business corporations, by the laws of the State of Idaho, all of which powers are expressly claimed.

ARTICLE III DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV REGISTERED OFFICE

The registered office of said corporation in the State of Idaho shall be located in Twin Falls, in the county of Twin Falls. The post office address of the registered office of said corporation in the State of Idaho, County of Twin Falls shall be 830 Blue Lakes Boulevard North, P.O. Box 305, Twin Falls, Idaho 83301. Steve Kohntopp shall be the registered agent at the address set forth above.

ARTICLE V CORPORATE STOCK

The aggregate number of shares which the corporation shall have authority to issue is 10,000, all of which shall have a par value of \$1.00 per share and be common stock.

ARTICLE VI INCORPORATOR

Following is the name and post office address of the incorporator:

NAME OF INCORPORATOR

Steve Kohntopp

POST OFFICE ADDRESS

2186 East 4200 North
Filer, Idaho 83328

ARTICLE VII
MANAGEMENT

The business of the corporation shall be managed by a board of at least two (2) directors, except that if all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than two (2) but not less than the number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. Steve Kohntopp and Steve Hallows shall serve as directors until the first annual meeting of shareholders or until his successor is elected and qualified. Steve Kohntopp's address is : 2186 East, 4200 North, Filer, Idaho 83328 and Steve Hallows's address is : 932 Gallup Drive, Twin Falls, Idaho 83301.

ARTICLE VIII
BY-LAWS

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the stockholders and the By-Laws may be amended, adopted, or repealed by a majority vote of the stock issued and entitled to vote.


IN WITNESS WHEREOF, I have hereunto set my hand this 28th day of May, 1990.


Steve W. Kohntopp

STATE OF IDAHO)
) SS.
County of Twin Falls)

On this 28th day of May, 1990, before me, the undersigned, a notary public in and for said county and state, personally appeared Steve W. Kohntopp, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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


Notary Public for Idaho
Residing at Twin Falls, Idaho