



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

VALLEY ESCROW CORPORATION

was filed in the office of the Secretary of State on the **Ninth** day of **February** A.D. One Thousand Nine Hundred **Sixty-five** and **will be** duly recorded on Film No. **----- microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise,** in the County of **Ada.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **9th** day of **February**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
VALLEY ESCROW CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a Corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

I.

The name of the Corporation is: VALLEY ESCROW CORPORATION

II.

The purposes for which said Corporation is formed are :

(a) to engage in the business of an Escrow holder, to engage in real estate closing transactions, and the handling of written instruments and documents of every name and nature, to engage in business and business ventures of every name and nature as may be allowed by law, whether wholesale, retail, or for the production of goods, for the sale of the same, for supplying services, or otherwise; to purchase, acquire, hold, improve, sell, convey, subscribe, hire, invest in, and deal in, real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and take securities.

(b) without particularly limiting or restricting any of the powers of the Corporation, the corporation shall have the power to issue bonds and other obligations and shares of it's capitol stock in payment for property purchased or acquired by it or any other lawful object in and about it's business; to borrow money and to make and issue notes, bonds, debentures and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise; and to mortgage or pledge any stocks, bonds or other real and personal property, to make and perform contracts of every description; and to do any and all other things and exercise any and all affairs which a natural person could or would do, and exercise that which may now or hereafter be authorized by law.

III.

The period of existance and duration of the life of this Corporation shall be perpetual.

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IV.

The location and Post Office address of the registered office of the Corporation is: 4917 Emerald Street, Boise, Idaho.

V.

The amount of the capitol stock of the Corporation shall be TEN THOUSAND AND NO? 100ths (\$10,000.00) DOLLARS, divided into 100 shares of the par value of \$100.00 per share, which stock shall be issued fully paid and non-assessable, and shall all be in one class, and each stock holder shall be entitled to one vote for each share of stock held by him.

VI.

The names and post office addresses of the Incorporators and the number of shares subscribed by each are as follows:

Name:	Address:	No. of Shares
C. R. Osler	807 North Cole Rd. Boise, Idaho	24 shares
Laura B. Brenner	1609 North 10th St. Boise, Idaho	24 shares
Sylvia M. Osler	807 North Cole Rd. Boise, Idaho	1 share
Forrest O. Brenner	1609 North 10th St. Boise, Idaho	1 share

VII.

Management of this Corporation shall be vested in a Board of Directors, consisting of not more than seven (7) and not less than three (3) members as determined in the By-laws, who shall be elected by the stock holders for a term of one (1) year. No person shall be eligible to the office of Director who is not a stockholder of record, said Director shall hold office until their successors are elected and qualified.

VIII.

The officers of this Corporation shall be a President, a Vice-President, Secretary-and Treasurer. Such officers shall be elected by the

1 Board of Directors and the Board of Directors shall elect and appoint such
2 officers and agents as they may deem advisable and define the authority of
3 each and prescribe their duties.

4 IX.

5 In furtherence and not in limitation of the powers conferred by
6 law, the Board of Directors are especially authorized:

7 (a) to sell, convey, buy, lease, or otherwise acquire, hold,
8 and dispose of real and personal property in the name of the Corporation.

9 (b) to delegate the authority of the Board of Directors in
10 such manner as the Board of Directors may desire to the President or other
11 officer or officers of the Corporation.

12 (c) to remove at any time any officer elected or appointed
13 by the Board of Directors.

14 X.

15 The initial meeting of the Stockholders for the election of Directors
16 and trans-action of other business shall be held at: 1148 North Orchard Street,
17 Boise, Idaho, on February 9, 1965, at the hour of 10:00 o'clock, A.M., and
18 the annual meeting of the Stockholders shall be held on the first Monday of
19 January of each year thereafter, unless said day is a Holiday in which case the
20 meeting shall be held on the following day which is not a Holiday, at the hour
21 of 10:00 o'clock A.M., the Board of Directors may by resolution duly adopted
22 thirty (30) days before said annual stockholders meeting, change the place of
23 the Stockholders meeting to be held without the State of Idahoas in any such
24 resolution may be provided.

25 XI.

26 The vote for election of Directors shall be by election conducted
27 in such manner and form as may be provided by law or by the By-laws of the
28 Corporation.

29 XII.

30 Special meetings for the Stockholders may be called by the Board
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1 of Directors or by a Stockholder in the manner provided by law and the By-
2 laws of the Corporation, and meetings of the Board of Directors may be called
3 by the President or by the Vice-President of the Corporation with notice as
4 required by law.

5 XIII.

6 These Articles of Incorporation may be changed, altered and
7 amended at any Stockholders meeting by the vote of the stockholders repre-
8 senting a two-thirds (2/3) majority of the Stock present at such meeting.

9 XIV.

10 Private property of the Stockholders shall not be liable for the
11 Corporate debts.

12 XV.

13 The Corporation may conduct business in this State, or other
14 States of the United States of America, the District of Columbia, the Territ-
15 ories, possessions and dependencies of the United States, and in foreign
16 Countries, and may have one or more offices out of this State of Idaho.

17 IN WITNESS WHEREOF, We have hereunto set our hands and
18 this ____ day of February, 1965.

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21 C.R. Osler Sylvia M. Osler
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23 Laura B. Brenner Forrest O. Brenner
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25 STATE OF IDAHO)
26 : ss
27 COUNTY OF ADA)

28 On this 9th day of February, 1965, before me the undersigned
29 Notary Public for said County and State, personally appeared C.R. Osler,
30 Laura B. Brenner, Sylvia M. Osler and Forrest O. Brenner, known to me to
31 be the persons whose names are subscribed to the foregoing instrument and
32 acknowledged to me that they executed the same.

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

[Signature]
NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho