



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

ACTION AGENCY INCORPORATED

was filed in the office of the Secretary of State on the **Nineteenth** day of **November** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **125** 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 **19th** day of **November**, A.D., 19 **63**

IN THE OFFICE OF THE SECRETARY OF STATE

STATE OF IDAHO

* * * * *

In the Matter of the)	
Incorporation of)	
ACTION AGENCY INCORPORATED,)	<u>ARTICLES OF INCORPORATION</u>
A Domestic Corporation)	
for Profit)	

* * * * *

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned persons, all of whom are natural persons of full age, and at least two-thirds of whom are citizens of the United States of America, do hereby voluntarily associate ourselves together for the purpose of forming a general business corporation for profit, and in compliance with the laws and statutes of the State of Idaho, we do hereby certify and declare as follows:

ARTICLE FIRST

The name of this corporation shall be ACTION AGENCY INCORPORATED.

ARTICLE SECOND

The duration of this corporation shall be perpetual, but nothing herein contained shall prevent the sooner winding up of the corporation under the laws and statutes of the State of Idaho if such winding up thereof be deemed advisable.

ARTICLE THIRD

The registered office of this corporation shall be 711 South Latah Street in Boise City, Ada County, State of Idaho.

ARTICLE FOURTH

The immediate purpose of this corporation shall be to buy and sell real estate, to take listings on real estate and

l-es

Law Offices
Vernon H. Smith
1900 Main Street
Boise, Idaho

procure buyers for same, to show real estate and real property, and to do all things necessary, proper and usual that any person or real estate broker or seller of real estate might do, in the realtor or real estate brokerage business. That although the specific purposes of this corporation are as hereinabove set forth, this corporation shall generally have full corporate authority to enter into and to engage in any kind of business of any kind whatsoever which any natural person could or might engage in, except and unless such activity on the part of this corporation shall be specifically prohibited by the laws and statutes of the State of Idaho.

In order to carry out the objects and purposes of this corporation, it shall have full power and authority to buy, sell and deal in any kind of real or personal property and, in dealing with the same, shall have full power and authority to mortgage, pledge, hypothecate, transfer or trade such real or personal property in the same manner and to the same extent as any natural person might or could do with his own real or personal property. Further, this corporation shall have full power and authority to raise money in order to finance itself or to carry on its operation by borrowing money upon its own credit, either with or without security therefor, or to issue its own notes or debentures, either secured or unsecured.

This corporation shall have full power and authority to issue its own capital stock in exchange for goods, wares, merchandise, services or cash, as the Board of Directors of this corporation shall determine.

ARTICLE FIFTH

The capitalization of this corporation shall be in the sum of \$25,000.00.

This corporation shall have but one class of stock,

to be known and designated as "Common Stock", totaling 50,000 shares at fifty cents (50¢) par value per share. All shares when issued shall have equal voting rights, and shall, when issued, be fully paid and non-assessable.

ARTICLE SIXTH

The names of the incorporators, together with a statement of the number of shares subscribed by each, and their post office addresses, are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
MIKE H. MORRISON	3030 Barr St., Boise, Idaho	24,999
PATRICIA A. MORRISON	3030 Barr St., Boise, Idaho	1
CECIL E. SHAVER	3220 $\frac{1}{2}$ Kootenai St., Boise, Idaho	25,000

ARTICLE SEVENTH

The management of this corporation shall be vested in a Board of not less than three (3) directors, who shall be elected by the stockholders at the annual meeting of the stockholders. The number of members upon the Board may be expanded or diminished from time to time by a two-thirds vote of the directors at any regular or special meeting called for that purpose.

The Board of Directors shall convene at least once a year immediately following their election to office, but may from time to time assemble for special meetings, either with or without notice, either within or without the State of Idaho, as often as said Board of Directors may be called into session by the President of said corporation.

Nothing in these Articles of Incorporation shall require any director or officer to be a stockholder in said corporation.

At all meetings of the Board of Directors a majority vote shall be required to pass any official act of the corpora-

3-es

tion, except wherein a different requirement is imposed by the statutes of the State of Idaho. At the first annual meeting of the Board of Directors, said directors shall elect officers of said corporation. The officers of this corporation shall be as follows: President, Vice President and Secretary-Treasurer, but nothing herein specified shall prevent the Board itself to divide the office of Secretary-Treasurer into two offices and/or to create additional offices of the corporation.

ARTICLE EIGHTH

Until the first annual meeting of the corporation, the officers and directors of this corporation shall be as follows:

MIKE H. MORRISON, President and Director

PATRICIA A. MORRISON, Vice President and Director

CECIL E. SHAVER, Secretary-Treasurer and Director

ARTICLE NINTH

The annual meeting of the stockholders of this corporation shall be held on the first Monday in November of each year, commencing with the year 1963; provided, however, that in the event the first Monday of November of any year shall fall upon any legal holiday, then said annual meeting of said stockholders shall be held on the next business day.

At each annual meeting of the stockholders, such stockholders, in addition to any other business to be transacted at such meeting, shall elect directors to serve for the ensuing year; provided, however, that nothing herein contained shall prevent the stockholders or directors to increase or decrease the number of directors, as provided in the By-Laws or the laws and statutes of the State of Idaho.

ARTICLE TENTH

Within thirty (30) days next following the filing of these Articles of Incorporation, the stockholders and directors

shall adopt a code of By-Laws for its government, which shall not be inconsistent with the laws and statutes of the State of Idaho.

The By-Laws of this corporation may be amended or repealed, or any By-Law may be adopted at any annual or special meeting of the stockholders or any regular or special meeting of the directors; provided, however, that such call for such meeting to adopt, repeal or to amend the By-Laws states such purpose. The amendment of By-Laws may be by a majority vote.

IN WITNESS WHEREOF, We have hereunto set our hands and seals and caused these Articles of Incorporation to be executed in triplicate this 30th day of October, 1963.

Mike H. Morrison (SEAL)
MIKE H. MORRISON

Patricia A. Morrison (SEAL)
PATRICIA A. MORRISON

Cecil E. Shaver (SEAL)
CECIL E. SHAVER

STATE OF IDAHO)
 : ss.
County of Ada)

This is to certify that on this 30th day of October, 1963, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared MIKE H. MORRISON, PATRICIA A. MORRISON and CECIL E. SHAVER, each known to me to be the persons whose names are subscribed to the within instrument, and before me and in my presence they acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official notarial seal the day and year hereinabove first written.

Edith B. Littlefield
Notary Public for Idaho
Residing at Boise, Idaho