



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

OFFSHORE-TALK REALTY COMPANY

was filed in the office of the Secretary of State on the **Fourth** day of **September**, A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **130** 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 **4th** day of **September**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
OPPENHEIMER-FALK REALTY COMPANY

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

I.

The name of the corporation is: OPPENHEIMER-FALK
REALTY COMPANY.

II.

The purposes and objects for which the corporation is
formed are:

(a) To acquire by purchase, lease or otherwise real property and interests in real property, and to own, hold, improve, develop, lease (either as lessor or as lessee) and manage any real property so acquired; and to erect or cause to be erected on any real property so owned, held or occupied by this corporation buildings, structures, improvements or appurtenances; and to rebuild, enlarge, alter or improve any buildings or structures now or hereafter erected or located on any real property so owned, held or occupied by this corporation; and to sell, mortgage, lease or otherwise dispose of any real property or interests in real property and in buildings, structures or appurtenances thereon and in any stores, shops, suites, rooms or parts of any buildings or structures or appurtenances at any time owned or held by this corporation.

(b) To purchase, erect, construct, operate or finance business buildings, office buildings, hotels, residences, warehouses and structures of every kind or nature; and to develop, plat, subdivide, improve and deal in any land owned by this corporation or in which it is interested.

(c) To manufacture, purchase, sell and generally deal in materials of every type or description capable of use in the construction of any type of building; and generally to carry on the business of a dealer in building materials.

(d) To acquire, own and operate farm properties, and to sell, market and generally deal in farm crops, farm products, dairy products, poultry products, fruits, vegetables and meats of every type and description; and to conduct plants and establishments for the purpose of marketing or processing such products or foods.

(e) To acquire, own or operate establishments for the manufacture, processing, assembly of any product or item of goods, wares or merchandise whatsoever.

(f) To purchase, acquire, own, pledge, transfer, sell, dispose of and generally deal in real estate, corporate stocks, bonds, debentures, notes or securities, and in real and personal property of every type or description, on its own account and for commission; and to receive and dispose of dividends, interest or other income; and generally to act as investment broker, agent or principal.

(g) To negotiate loans and lend money, and to draw, accept, endorse, purchase and sell promissory notes, bonds, debentures, stock coupons and other securities; and to promote, subsidize or assist companies, corporations, syndicates or partnerships of every kind and to finance and refinance the same; and generally to establish, acquire, own or operate banks, banking or lending institutions or depositories.

(h) To acquire, hold and in any manner dispose of all or any part of the capital stock, assets or good will of any business, person, firm, association or corporation, irrespective of the nature of the business in which it is engaged, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

(i) To purchase, acquire, hold, sell or transfer the shares of its own capital stock; provided, that it shall not use its funds or capital for the purchase or acquisition of its own shares of capital stock when such would cause an impairment of its capital; and provided, further, that the shares of capital stock purchased by it shall not be voted when held by this corporation.

(j) To enter into, make and perform contracts of every kind or nature necessary or desirable for the furtherance of the activities of this corporation, with any person, firm, corporation, association, state, territory, municipality, or the United States or any body politic.

(k) To borrow money for any purpose of this corporation without limit as to amount, and to issue bonds, debentures, notes or other evidence of indebtedness, secured or unsecured, of this

corporation, for money so borrowed, or for payment of property acquired, or for any other objects or purposes of this corporation, or for the conduct of its business; and to secure payment of such debentures, notes or other indebtedness by mortgages, deed of trust, pledges, or other liens upon property of this corporation, wherever situated.

(l) To adopt, apply for, register, purchase, lease or otherwise acquire, use, maintain and protect, and to sell, assign or grant licenses or other rights, in respect to any trade mark, trade name, patent, copyright, invention, formula, process or right analogous thereto.

(m) To carry out all or any part of the foregoing objects or purposes as principal or agent, or otherwise, either alone or in conjunction with others as co-partner, joint venturer, or in association with any person, association or corporation; and to conduct such business and make and perform such contracts and do such acts and things, and exercise such powers as a natural person could lawfully make, perform, do or exercise, consistent with the statutes of the State of Idaho or of any State in which this corporation may conduct its affairs.

(n) To conduct its business in the State of Idaho and in any other State, territory or possession of the United States of America, in the District of Columbia, and in any foreign country; and to have other offices outside of the State of Idaho.

(o) The objects as specified herein shall, except as otherwise specified, be in no way limited or in no way restricted by reference to or inference from any other clause or paragraph of these Articles. The objects, purposes or powers specified in each of the paragraphs of these Articles shall be regarded as independent.

The foregoing clauses are to be construed both as objects and powers, and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplemental thereto or substituted therefor, may not at any time lawfully carry on or do.

III.

The corporation is to have perpetual existence.

IV.

The location of the principal office for the transaction of business of the corporation shall be in the City of Boise, County of Ada, State of Idaho.

V.

The amount of the capital stock of this corporation shall be and is One Hundred Thousand Dollars (\$100,000.00), divided into ten thousand (10,000) shares of the par value of Ten Dollars (\$10.00) per share, all of which stock shall have equal rights and privileges.

VI.

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

<u>Name</u>	<u>P.O. Address</u>	<u>No. of Shares</u>
D.K. Soderlund	P.O. Box 1617 Boise, Idaho	One
D.I. Hawe	P.O. Box 1617 Boise, Idaho	One
C.A. Allen	P.O. Box 1617 Boise, Idaho	One

VII.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

VIII.

The number of Directors in the corporation shall be specified in the By-Laws, and such number may be from time to time increased or decreased, in such manner as may be prescribed by the By-Laws of the corporation; provided, however, that the number of Directors of the corporation shall not be less than three nor more than seven. Provided, further, that the first Board of Directors shall be three in number. Said Board of Directors shall be entitled to elect from among its members an executive committee to act for said Board, the same to consist of not less than three members. In the event of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders, and until their successors are elected and duly qualified.

IX.

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are peculiarly or otherwise interested in, or are directors or officers of such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a director or officer

of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

X.

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation, and to adopt new By-Laws, and the corporation reserves the right to amend, endorse, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders, or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 4th day of September, 1964.


D. K. SODERLUND


D. L. HAWE


C. A. ALLEN

