

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

WARDLEY CORPORATION OF IDAHO, INC.

File number C 112236

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: October 4, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herold*

OCT 4 8 35 AM '95

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

WARDLEY CORPORATION OF IDAHO, INC.

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned natural person of the age of twenty-one or more, for the purpose of organizing a corporation pursuant to the Idaho Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of the corporation is WARDLEY CORPORATION OF IDAHO, INC.

ARTICLE II

Purposes

The purposes of the corporation are:

(a) To conduct business as a real estate brokerage company dealing with real estate transactions of all kinds; and to take all other actions necessary or desirable in connection therewith.

(b) To engage in any and all other lawful acts or activities for which corporations may be organized under the Idaho Business Corporation Act.

IDAHO SECRETARY OF STATE

10/4/95 9:00:00 AM
Customer # 29416
IVC960017100 16384
CORPORATION PROFIT

1 @ 100.00 = 100.00

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ARTICLE III
Capital Stock

The aggregate number of shares which this corporation may issue is 50,000 shares of common voting stock, all of which shall have no par value. All corporation stock shall be of the same class and have the same rights and preferences. There shall be no preemptive rights.

ARTICLE IV
Registered Office and Agent

The name and address of the corporation's original registered agent is:

CT Corporation System
300 North 6th Street
Boise, ID 83701

ARTICLE V
Initial Board of Directors

The Corporation shall have a minimum of one (1) and a maximum of five (5) directors. The number of directors constituting the Corporation's initial board of directors is one (1); and the name and address of the persons to serve as director until the first annual meeting of shareholders or until his successors are elected and qualified are:

Lynn E. Wardley
275 East South Temple
Salt Lake City, Utah 84111

ARTICLE VI
Non-Assessability of Stock

Shares of the Corporation's stock shall be issued fully paid and shall be non-assessable for any purposes. The shareholders' private property shall not be liable for the Corporation's debts, obligations or liabilities.

ARTICLE VII
Indemnification and Limits on Liability


The corporation shall indemnify (to the extent permitted by, and subject to the restrictions and limitations of, the laws of the State of Idaho) any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by reason of the fact that the person is or was a corporate, director, officer, employee or agent or is or was serving at the Corporation's request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit.

ARTICLE VIII
Incorporator

The name and address of the incorporator are:

Lynn E. Wardley
275 East South Temple
Salt Lake City, UT 84111

Dated this 28th day of September, 1995.


Lynn E. Wardley, Incorporator

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 28th day of September, 1995, personally appeared before me
Lynn E. Wardley, who duly acknowledged to me that he executed the foregoing document.




NOTARY PUBLIC