

**CERTIFICATE OF INCORPORATION  
OF**

**HEARTLAND & ASSOCIATES INCORPORATED**

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: **January 26, 1987**



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *Shirley J. Clark*  
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ARTICLES OF INCORPORATION  
OF  
HEARTLAND & ASSOCIATES INCORPORATED

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SECRETARY OF  
STATE

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KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, natural persons of the age of twenty-one or more, for the purpose of organizing a corporation pursuant to the Laws of the State of Idaho do hereby adopt following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation

The name of the Corporation is HEARTLAND & ASSOCIATES INCORPORATED.

ARTICLE II

Existence

The existence of the corporation shall be perpetual unless otherwise dissolved according to law.

ARTICLE III

Purpose

The general nature of the business to be transacted by the corporation and the purposes for which the corporation is organized are as follows:

(a) To broker real estate, real estate contracts and notes secured by trust deeds and mortgages and options on the same. To consult regarding real estate acquisitions or sales, to develop or syndicate real estate.

(b) To acquire by purchase, lease or otherwise, to hold, own, deal in or with, and otherwise manage and operate, sell, transfer, rent, lease, mortgage, pledge, and otherwise dispose of, or encumber any and all classes of property whatsoever, whether real or personal, or any interest therein, as principal, agent, broker or dealer.

(c) To acquire by purchase, assignment, grant, license or otherwise, to apply for, secure, lease or in any manner obtain to develop, hold, own, use, exploit, operate, enjoy and introduce,

rights of all kinds in respect thereof, or otherwise dispose of to secure to it the payment of agreed royalties or other consideration, and generally to deal in and with and turn to account for any or all purposes, either for itself or as nominee or agent for others:

(1) Any and all inventions, devices, processes, discoveries and formulas, and improvements and modifications thereof and rights and interest therein:

(2) Any and all letters patent or applications for letters patent of the United States of America or any other country, state, or locality or authority and any and all rights, interests and privileges connected therewith or incidental or appertaining thereto; and

(3) Any and all copyrights granted by the United States or any other country, state, locality or authority, and any and all rights, interests, and privileges connected therewith or incidental or appertaining thereto; and

(4) Any and all trademarks, trade names, trade symbols, labels, designs, and other indicies of origin and ownership granted by or recognized under the laws of the United States of America or any other country, state, locality of authority, connected therewith or incidental or appertaining thereto.

(d) To acquire by purchase, subscription, or otherwise, and to receive, hold, own, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies syndicates, associations, firms, trusts or persons, public or private, or by the government, or by any state, territory, province, municipality, or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all

things and acts necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(e) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, and the good-will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(f) To borrow or raise monies for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(g) To loan to any person, firm or corporation, any of its surplus funds, either with or without security.

(h) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(i) To have one or more offices, to carry on all of or any of its operations and business and without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, or territories of the United States, in any and all foreign countries, subject to laws of such states, districts, territories, or countries.

(j) To enter into joint ventures and partnerships with

(k) In general to do any and all things that are incidental and conducive to the attainment of any above object and purpose, to the same extent as natural persons might or could do, which now or hereafter may be authorized by the laws of the United States and the State of Idaho, as the Board of Directors may deem to the advantage of the corporation.

#### ARTICLE IV

##### Capital Stock

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

#### ARTICLE V

##### Minimum Paid In Capital

The corporation shall not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received by it for the issuance of such shares.

#### ARTICLE VI

##### Registered Office and Agent

The address of this corporation's initial registered office and the name of its original registered agent at such address is:

Nathan F. Brumley  
7310 Potomac Dr.  
Boise, Idaho 83704

#### ARTICLE VII

##### Initial Board of Directors

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the persons who are to serve as directors until the annual meeting of shareholders or until his successor is elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Nathan F. Brumley	10529 Shadybrook Boise, Idaho 83704

## ARTICLE VIII

### Officers

Officers of this corporation shall include a President, one or more Vice-Presidents, a Secretary and a Treasurer. The President, Vice-President or Vice-Presidents, the Secretary and the Treasurer shall be elected by the Board of Directors and may, but need not be, elected from the members of the Board. Two (2) or more offices may be held by the same person.

## ARTICLE IX

### Non-Assessability of Stock

Shares of stock of this corporation shall be issued fully paid and shall be non-assessable for any purpose. The private property of the stockholders shall not be liable for the debts, obligations or liabilities of this corporation.

## ARTICLE X

### Indemnification

Any Person made a part to or involved in any civil, criminal or administrative action, suit or proceeding by reason of the fact that he or his testator or intestate is or was Director, officer, or employee of the corporation, or of any corporation which he, the testator, or intestate serves as such at the request of the corporation, shall be indemnified by the corporation against expenses reasonably incurred by him or imposed on him in connection with or resulting from the defense of such action, suit, or proceeding and in connection with or resulting from any appeal therein, except with respect to matters as to which it is adjudged in such action, suit, or proceeding that such officer, Director, or employee was liable to the corporation, or to such other corporation, for negligence or misconduct in the performance of his duty. As used herein the term "expense" shall include all obligations incurred by such person for the payment of money including, without limitation, attorney's fees, judgments, awards, fines, penalties, and amounts paid in satisfaction of judgment or in settlement of any such action, suit, or proceeding, except amounts paid to the corporation or such other corporation by him. A judgment or conviction, whether based on plea of guilty or

nolo contendere or its equivalent or after trial, shall not of itself be deemed an adjudication that such Director, officer, or employee is liable to the corporation, or such other corporation, for negligence or misconduct in the performance of his duties. Determination of the rights of such indemnification and the amount thereof may be made at the option of the person to be indemnified pursuant to procedure set forth from time to time in the By-Laws or by any of the following procedures:

(a) Order of the Court or administrative body or agency having jurisdiction of the action, suit, or proceedings;

(b) Resolution adopted by a majority of the quorum of Board of Directors of the corporation without counting in such majority a quorum any Directors who have incurred expenses in connection with such action, suit or proceeding;

(c) If there is no quorum of Directors who have not incurred expenses in connection with such suit, action, or proceeding, then by resolution adopted by a majority of the committee of stockholders and Directors by the Board of Directors;

(d) Resolution adopted by a majority of the quorum of the Directors entitled to vote at any meeting; or

(e) Order of any Court having jurisdiction over the Corporation. Any such determination that a payment by way of indemnity should be made will be binding upon the corporation: such right of indemnification shall not be exclusive of any other right which such Directors, officers, and employees of the Corporation and the other persons above-mentioned may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-Laws, Agreements, vote of stockholders, provision of law, or otherwise as well as their rights under this Article. The provisions of this Article shall apply to any member of any committee appointed by the Board of Directors as fully as though such person had been a Director, officer or employee of the corporation.

## ARTICLE XI

### Pre-Emptive Rights and Cumulative Voting

Shareholders shall have pre-emptive rights to acquire unissued shares of the stock of the Corporation. At each election of directors, every shareholder entitled to vote at such election shall have the right to accumulate his votes by giving one candidate as many votes as shall equal the number of his shares multiplied by the number of directors to be elected, or by distributing the number of votes thus calculated among all or any portion of the number of votes thus calculated among all or any portion of the candidates.

### ARTICLE XII

#### Restriction on Transfer of Shares

No stockholder shall have the right or power to pledge, sell or otherwise dispose of or encumber any share or shares of stock in this Corporation without prior approval of the Board of Directors or without first offering such shares for sale to the Corporation. Such offer shall be made in writing, signed by the shareholders, and mailed or delivered to the Corporation at its principal place of business, and may be accepted by the Corporation at any time within thirty (30) days from the date of mailing or delivery.

In the event the Corporation fails to purchase said stock within the thirty (30) day period, then the other stockholders of record at the time thereof shall have the right to purchase said stock on the same terms and conditions as those available to the Corporation, and may elect to so purchase within thirty (30) days after the expiration of the first thirty(30) day period. Should fewer than all of the remaining stockholders desire to exercise their right of purchase, those so desiring shall be allowed to purchase all of the selling stockholder's stock offered for sale in the proportion that the total share then owned by each respective buyer bears to the total number of shares of all such buyers. On expiration of the second thirty (30) day period, any stock not disposed of may be sold or disposed of by the selling shareholder upon such terms and conditions as he shall select; except that said shareholder may not sell or dispose of his stock to third



offered to the Corporation and other shareholders under this Article.

This provision shall also be binding upon any executor, administrator, or other legal representative of any stockholders in case of the sale or pledge of any share or shares of such stock by such executor, administrator or other legal representative, and reference to this provision shall be embodied in writing, printed or stamped upon each certificate of stock and this provision shall be a part thereof, regardless of the manner by which such stock is acquired.

#### ARTICLE XIII

##### Officers, Directors, and Stockholders Contracts

A contract or other transaction with the Corporation may be permitted regardless of the fact that an officer, director or stockholder of this company is financially interest in, or may be interested in, such transaction. No contract, act, or other transaction of this Corporation with any person, firm or Corporation shall be affected by the fact that an officer, director or stockholder of this Corporation (a) is a party to, or is interested in, such contract, act or transaction, or (b) is in some way connected with such person, firm or Corporation. Each person who is now or may become an officer, director or stockholder of this Corporation is hereby relieved from any liability that he might otherwise incur in the event such officer, director or stockholder contracts with the Corporation, provided said officer, director or stockholder acts in good faith.

#### ARTICLE XIV

##### By-Laws

A majority of the directors may adopt By-Laws for the Corporation which are not inconsistent with these Articles or the laws of the State of Idaho, and may from time to time amend and repeal any such By-Laws.

#### ARTICLE XV

##### Amendment of Articles

These Articles may be amended in any manner and by the method provided in the Laws of the State of Idaho.

ARTICLE XVI

Incorporators

The name and address of the incorporators are:

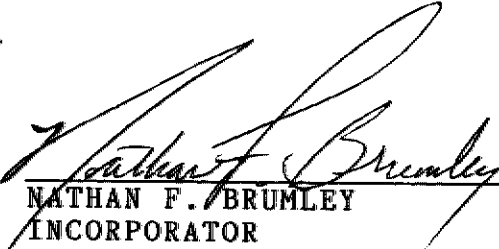
NAME

ADDRESS

Nathan F. Brumley

10529 Shadybrook  
Boise, Idaho 83704

IN WITNESS WHEREOF, we, the undersigned original  
incorporators hereinafter named, have hereunto set our hands  
this 26th day of January, 1987.

  
NATHAN F. BRUMLEY  
INCORPORATOR


State of Idaho )

:ss,

County of Ada )

On the 26<sup>th</sup> day of January, 1987, personally appeared  
before me Nathan F. Brumley, who being by me first duly sworn,  
delcared that he is the person who signed the foregoing instru-  
ment and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and  
seal as of the date hereinabove mentioned.

  
NOTARY PUBLIC

My commission expires:

1992

Residing in

Boise Idaho