

FILED/EFFECTIVE

**RESTATED ARTICLES OF INCORPORATION
OF
COEUR D'ALENE MULTIPLE LISTING SERVICE, INC.**

2002 JUL -8 AM 8:50

SECRETARY OF STATE
STATE OF IDAHO

Restated Articles of Incorporation of COEUR D'ALENE MULTIPLE LISTING SERVICE, INC. are herein adopted and executed by said Corporation pursuant to the provisions of Section 30-1-1007 of the Idaho Business Corporation Act, as follows:

ARTICLE I

The name of the Corporation is COEUR D'ALENE MULTIPLE LISTING SERVICE, INC.

ARTICLE II

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

ARTICLE III

The current registered agent of this Corporation and the street address of the registered office of this Corporation are as follows:

Edward Wroe
250 Northwest Blvd., Suite 102
Coeur d'Alene, ID 83814

ARTICLE IV

The nature and the business and the objects and purposes of this Corporation shall be:

1. To facilitate the orderly dissemination and correlation of listing information concerning real and personal property to its participants, subscribers, and other authorized users, in order to better serve the buying and selling public.
2. To print, publish and issue forms, books, periodicals, data, listings, and other printed matter, and to provide the conditions under which such matter may be sold or distributed and the compensation to be charged therefor.
3. To acquire, purchase, sell, rent, lease, or otherwise deal in contracts, mortgages, trust deeds, and all other forms of real property, personalty, securities, equities, and interests.
4. To loan money on realty, personalty or interests therein and to otherwise deal in any way or manner whatsoever in tangible or intangible property interest, both real and personal.
5. To engage in any lawful activity.

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6. To do any and all things necessary, reasonable, proper, convenient or incident to carrying out the purposes for which this Corporation is formed.

7. To borrow money and to pledge, mortgage, or hypothecate the Corporation's property or in any way or manner, secure the payment of the same.

8. To do any other act, or to enter into any contract that a natural person might lawfully do or enter into, and generally, to transact and carry on any other business and to exercise any other powers which may be necessary, proper or convenient to be carried on or exercised in connection with any of the foregoing purposes or instances thereof.

9. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

10. To serve as a means by which authorized participants make blanket unilateral offers of compensation to other participants (acting either as subagents, buyer agents, or in other agency or nonagency capacities defined by law); by which information is accumulated and disseminated to enable authorized participants to prepare appraisals and other valuations of real property; by which participants engaging in real estate appraisal contribute to common databases; and by which authorized participants can have a facility for the orderly correlation and dissemination of listing information among the participants so that they may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as the procuring cause of the sale (or lease).

11. The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no way limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE V

The capital stock of this Corporation shall be in the sum of Fifty Thousand Dollars (\$50,000.00) divided into fifty thousand shares (50,000) of common stock, each having a par value of One Dollar (\$1.00) per share. No distinction shall exist between the shares of this Corporation and all such shares have the same rights in the Corporation and shall be nonassessable when paid in full. The Corporation shall issue stock only to the Coeur d'Alene Association of Realtors, Inc., an Idaho corporation. No shares of stock may be issued to any other individual or company.

ARTICLE VI

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services or other rights or things of value for the use and purpose of the Corporation and, when so issued, shall become and be fully paid the same as though paid for in cash at par. The directors shall be the sole judge of the value of any property, services, right, or thing acquired in exchange for capital stock.

ARTICLE VII

The names and post office addresses of the incorporators, organizers and initial board of directors, who served until the first election of said members of the Corporation, were as follows:

<u>Name</u>	<u>Address</u>
Brad Jordan	208 N. 4 th Coeur d'Alene, ID 83814
Bill Robinette	P.O. Box 878 Hayden Lake, ID 83835
Pam Brown	421 Lakeside Avenue Coeur d'Alene, ID 83814

The private property of the shareholder of this Corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

ARTICLE VIII

The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) members. The Board shall be comprised of participants and/or subscribers of the Multiple Listing Service, and shall be elected as provided in the Bylaws of this Corporation, as from time to time amended.

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except liability for (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX

The power to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the shareholder herein are granted.

ARTICLE X

In the event the Corporation shall at any time terminate its activities, the Board of Directors of the Corporation shall consider and adopt a plan of liquidation and dissolution with the approval of the participants thereof and the Board of Directors of the Coeur d'Alene Association of Realtors, Inc., the shareholder. Said plan shall provide for the collection of all assets, the payment of all liabilities and the remaining portions thereof to be assigned to the parent corporation, namely, the Coeur d'Alene Association of Realtors, Inc.

ARTICLE XI

The Corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents. Without limiting the generality of the foregoing, the Corporation shall indemnify its directors against all liability, damages, and costs or expenses (including attorney's fees) arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law. No such indemnity shall indemnify any director from or on account of any liability for (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

These duly adopted Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

DATED this 19th day of April, 2002.

COEUR D'ALENE MULTIPLE LISTING
SERVICE, INC.

By



RICHARD JURVELIN

Title: President

CERTIFICATE TO THE IDAHO

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SECRETARY OF STATE

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STATE OF IDAHO

The undersigned Corporation hereby submits this Certificate to the Idaho Secretary of State pursuant to the provision of Section 30-1-1007 of the Idaho Business Corporation Act.

1. The name of the Corporation is Coeur d'Alene Multiple Listing Service, Inc.
2. The Restated Articles of Incorporation of Coeur d'Alene Multiple Listing Service, Inc., attached hereto include amendments to the Articles of Incorporation requiring Shareholder approval. The amendments are as follows: Articles I, III, IV, V, VI, VII, VIII, IX and X are deleted in their entirety and replaced with the new Articles I, III, IV, V, VI, VII, VIII, IX, X and XI as set forth within the attached Restated Articles of Incorporation.
3. The amendments were approved and adopted by the sole shareholder on April 19, 2002.
4. The number of shares outstanding are Twenty Thousand (20,000) (the "Shares"), all of which are entitled to vote. The number of shares voting for and against said amendments were as follows:

For Amendments	<u>20,000</u>	Shares
Against Amendments	<u>0</u>	Shares
5. The number of votes cast for the amendments was sufficient for approval by the sole voting group.
6. The amendments do not provide for an exchange, reclassification, or cancellation of issued shares.

DATED this 19th day of April, 2002.

COEUR D'ALENE MULTIPLE LISTING
SERVICE, INC.

By


RICHARD JURVELIN

Its: President