



CERTIFICATE OF INCORPORATION  
OF

PROVIDENT INVESTMENT CORPORATION

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 \_\_\_\_\_  
PROVIDENT INVESTMENT 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, 1981



SECRETARY OF STATE

by: \_\_\_\_\_

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of

SECRETARY OF  
STATE

PROVIDENT INVESTMENT CORPORATION

The undersigned subscriber to these Articles of Incorporation, a person over the age of twenty-one years, comes for the purpose of forming a corporation for profit under the Idaho Business Corporation Act, and hereby signs, delivers and states as follows:

ARTICLE I - NAME

The name of the corporation is Provident Investment Corporation.

ARTICLE II - TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

1. Real estate brokerage, management, sale, exchange, lease and investment.
2. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV - CAPITAL STOCK

1. The aggregate number of shares which the corporation shall have authority to issue is 5,000 shares.
2. Such shares are to consist of one class only and shall have a par value of \$1.00 for each of such shares.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7677 Remuda Drive, Boise, Idaho, 83704, and the initial registered agent of this corporation at that address is: JON C. POWELL.

## ARTICLE VI - INITIAL BOARD OF DIRECTORS

1. The number of directors constituting the initial board of directors of the corporation is two.

2. The number of directors may be increased or decreased from time to time as specified by the Bylaws, but shall never be less than one.

3. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify as follows:

<u>Name</u>	<u>Address</u>
<u>William G. Powell</u>	<u>7677 Remuda Drive, Boise, Idaho 83704</u>
<u>Jon C. Powell</u>	<u>7677 Remuda Drive, Boise, Idaho 83704</u>

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
William G. Powell	7677 Remuda Drive, Boise, Idaho 83704

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders, directors, or officers are subject to this reserved power.

Every amendment shall be approved at a shareholders' meeting, by a majority of the shareholders entitled to vote.

## ARTICLE IX - BYLAWS AND CORPORATE MANAGEMENT

The corporation may in its Bylaws make any other provisions or requirements for the management or conduct of the business of the corporation, provided the same is not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of this state or of the United States.

## ARTICLE X - PURCHASE OF CORPORATION'S OWN SHARES

The corporation shall have the power to purchase its own shares for any of the purposes listed below, if after such purchase its assets will not be less than its liabilities plus stated capital:

- (a) to retire its redeemable shares;
- (b) to collect or compromise a debt;
- (c) to settle or compromise a share subscription;

- (d) to obtain shares for offering and sale to, or for the granting of options to, any or all of the employees of the corporations, under any plan adopted by the directors for that purpose;
- (e) to avoid the issuance of or to eliminate fractional shares;
- (f) to perform an agreement with any person who purchased shares from the corporation under an agreement reserving to the corporation the right to repurchase or obligating it to repurchase such shares;
- (g) to perform an agreement with any shareholder giving the corporation the right to repurchase the shares on the shareholder's death or on the happening of any other event set out in such agreement;
- (h) to pay a shareholder who by reason of dissent is entitled to be paid the fair value of his shares.

#### ARTICLE - CONTRACTS WITH INTERESTED DIRECTORS

The corporation may enter into contracts or transact business with one or more of its directors, officers, or stockholders, or with any corporation, or other concern in which any one or more of its directors, officers, or stockholders are directors, officers, stockholders, or otherwise interested. In the absence of fraud, no such contract or transaction shall be invalidated or affected by the fact that such directors, officers, or stockholders of the corporation have, or may have, interests which are, or might be adverse to, the interests of the corporation, even though the vote or action of directors, officers, or stockholders having such adverse interests may have been necessary to obligate the corporation upon such contract or transaction. At any meeting of the Board of Directors of the corporation which shall authorize or ratify any such contract or transaction, any such director or directors may vote, provided the nature of such interest (though not necessarily the extent or details thereof) shall be disclosed, or shall have been known to the directors or a majority thereof. A general notice that a director or officer is interested in any corporation or other concern shall be a sufficient disclosure. No director shall be disqualified from holding office as director or officer of the corporation by reason of any such adverse interests. In the absence of fraud, no director, officer, or stockholder having such adverse interest shall be liable to the corporation or to any stockholder or creditor thereof, or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director, officer, or stockholder be accountable for any gains or profits realized thereon.

#### ARTICLE - INDEMNIFICATION OF DIRECTORS

The corporation shall indemnify any and all persons who serve as directors or officers, or who at the request of the Board of Directors of the corporation may serve as directors or officers of another corporation in which the corporation owned or may own shares of stock, or of which it was or may be a creditor, and their respective heirs and administrators, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them or any of them, by reason of being or having been directors or officers of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

ARTICLE - NO PREEMPTIVE RIGHTS

No holder of any shares of the corporation shall have any preemptive or other subscription rights, or be entitled, as a matter of right, purchase or subscribe for any part of the unissued shares of the corporation.

ARTICLE - CUMULATIVE VOTING

At all elections of the directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or any distribute them among the number to be voted for, or any two or more of them, as he may see fit. This right, when exercised, shall be termed cumulative voting.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 day of JANUARY, 1981.



William G. Powell

STATE OF IDAHO        )  
                              ) ss.  
County of Ada         )

On this day personally appeared William G. Powell to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein stated.

Witness my hand and official seal this \_\_\_\_\_ day of \_\_\_\_\_, 1981.

\_\_\_\_\_  
Notary Public in and for the  
State of Idaho.