

CERTIFICATE OF INCORPORATION  
OF

LEWISTON BOARD OF REALTORS, INC.

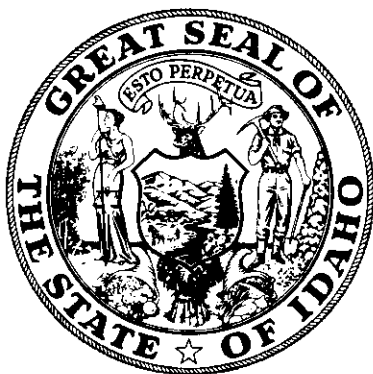
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

LEWISTON BOARD OF REALTORS, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 September 26, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

SEP 26 8 52 AM '80

ARTICLES OF INCORPORATION

SECRETARY OF STATE

OF

LEWISTON BOARD OF REALTORS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens of the United States, do hereby associate ourselves together to form a Non-profit corporation under and pursuant to the provisions of Chapter 3, Title 30, of the Idaho Code, and all laws of the State of Idaho relating to the organization of corporations where pecuniary profit is not the object, and we do hereby certify and declare as follows:

I.

Name

The name of this corporation is Lewiston Board of Realtors, Inc.

II.

Non Profit Corporation

This corporation is a non profit corporation and is not organized for pecuniary profit nor shall it have any power to issue any capital stock, and no part of its earnings shall inure to any member, director or individual, other than those employed for compensation by the corporation.

III.

Duration

The duration of the corporation shall be perpetual.

IV.

Purposes

The purposes and objects for which this corporation is formed are as follows:

First - To foster and promote recognition of the underlying principle of the National Association and State Association of REALTORS, that under all is the land, and that upon its wide utilization depend the survival and growth of free institutions and of our civilization. The REALTORS, as the

instrumentality through which the land resources of the nation reach their highest use, and land ownership attains its widest distribution, is the creator of homes, the builder of cities, and the developer of industries and productive farms.

Second - To unite the men and women engaged in the real estate business in the Lewiston area of the State of Idaho, by means of community real estate boards, or otherwise, for the purpose of effectively exerting a combined influence upon matters affecting real estate interests.

Third - To promote and maintain the high standards of conduct in the transaction of the real estate business set forth in the Code of Ethics of the National Association of REALTORS and to enforce that Code, together with the standards and codes set by the State Association of REALTORS.

Fourth - To advance the civic development and economic growth of the Lewiston area of the State of Idaho, and to that end to cooperate with all organizations having similar objects.

Fifth - To protect the public against unethical, improper and fraudulent practices by the affixing of the title or symbol REALTORS to advertising matter, stationery, sign boards, stock certificates, bonds, deeds, mortgages, or other material, used by or in conjunction with the real estate business, so as to educate the general public to deal only with those who have agreed to observe the standards of the National Association and State Association of Real Estate Boards.

Sixth - To make all necessary by-laws, rules and regulations for admission to membership and the continuance of membership in the association.

Seventh - To carry out its purposes, such corporation shall have all lawful powers as are set forth in Chapter 3 of Title 30 of the Idaho Code, including but not limited to the following, to-wit:

(a) To receive, acquire, hold, purchase, dispose of, convey, mortgage, and or lease real and or personal property, to dispose of, sell,

lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation;

(b) To appoint such officers, employees and agents as the business of the corporation may require, and to allow them such compensation as is necessary;

(c) To make by-laws not inconsistent with any existing law or existing by-law, code or standard of the National or State Association of REALTORS, for the management of its business and property, and the regulation and conduct of its affairs;

(d) To invest surplus funds from time to time at the discretion of the Board of Directors of the corporation;

(e) To receive dues from members, and donations and contributions from any person, firm or corporation or other source to carry out the purposes of this corporation;

(f) To do all lawful acts as are necessary and expedient to accomplish the stated purposes of this corporation.

Eighth - To exercise those powers commonly exercised by natural persons, and to do all acts and things useful or incidental to the purposes for which this corporation is constituted.

## V.

### Rights of Members

The rights and interests of all member of the corporation shall be equal and no member can have or acquire a greater interest therein than any other member. The corporation shall not issue any capital stock, but shall issue membership certificates to each member thereof. Such certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the corporation, except by resolution of the board of directors and under such regulations as the by-laws may prescribe. The qualifications for becoming a member of the corporation,

and for continuing membership therein and for the termination of membership shall be as prescribed by the by-laws of the corporation.

VI.

Board of Directors

The number of directors of this corporation shall be not less than seven (7), nor more than fifteen (15), as specified from time to time in the by-laws of the corporation. The initial board of directors shall consist of seven (7) directors.

VII.

Initial Registered Office and Agent

The address of the initial registered office of the corporation is 1712 G Street, Lewiston, Idaho, 83501, and the name of its initial registered agent at such address is Richard W. Law.

VIII.

Dues

Dues, if any, to be paid by the members of the corporation shall be as prescribed in the by-laws of the corporation.

IX.

By-Laws

The by-laws of this corporation shall be adopted by the board of directors at its first meeting. The names and post office addresses of the incorporators of this corporation, who shall also serve as its board of directors until the first election of directors called pursuant to the by-laws adopted by the corporation, are as follows:

<u>Name</u>	<u>Address</u>
1. Richard W. Law	1712 G Street, Lewiston, ID 83501
2. Roy G. Benson	3330 5th St. B, Lewiston, ID 83501
3. LuNetta Wright	P. O. Box 894, Lewiston, ID 83501
4. Bruce Faling	1405 11th Avenue, Lewiston, ID 83501

5. Bruce McRae 2906 Echo Hills Dr., Lewiston, ID 83501  
6. Richard Focht 410 Linden Dr., Lewiston, ID 83501  
7. Linda Kellogg 438 Preston, Lewiston, ID 83501

IN WITNESS WHEREOF the said incorporators have hereunto set their hands and executed the foregoing Articles of Incorporation in triplicate this 8 day of Sept., 1980.

Bruce McRae  
Richard Focht  
Linda Kellogg  
Bruce McRae  
Richard Focht  
Linda Kellogg