



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

**IDAHO LAND AND APPRAISAL SERVICE, INC.**

was filed in the office of the Secretary of State on the **First** day of **July** A.D. One Thousand Nine Hundred **Sixty-Five** and duly recorded on **Film No. microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

**Boise** in the County of **Ada.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **1st** day of **July**, A.D., 19 **65**.

**ARNOLD WILLIAMS**  
Secretary of State

By **Deputy** Secretary of State.

ARTICLES OF INCORPORATION

' OF '

IDAHO LAND AND APPRAISAL SERVICE, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned Harley M. McDowell, E. Jean McDowell and Brian A. McDowell, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following articles of incorporation:

I.

The name of this corporation shall be IDAHO LAND AND APPRAISAL SERVICE, INC.

II.

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

III.

The location of the registered office of this corporation shall be Boise, County of Ada, State of Idaho, and the address of the registered office of this corporation shall be P. O. Box 2161, Boise, Idaho 83701.

IV.

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

To engage unlimitedly in the protection, preservation and acquisition of lands, leasehold interests and other interests in real estate, grazing privileges and grazing rights, for any person, partnership, corporation or association.

To carry on the business of consultants with respect to the affairs of landowners and owners of livestock, and to engage in the general business of servicing the problems and affairs of landowners and livestock operators and of gathering, compiling and disseminating information, data and advice in respect to matters of a financial, statistical, commercial and business nature, and to act as consultants, counsellors and advisors and to render and furnish services with respect to real estate and the use thereof and with respect to livestock and the operation thereof, and with respect to the use of lands of the United States and lands of the State of Idaho and to aid and assist in any manner any person, partnership, corporation or association with which it may have business relations.

To act as agent or representative of individuals, partnerships, corporations and associations, and, as such to develop and extend their businesses and to aid in any lawful enterprise.

To carry on the business of appraising property and to do all things necessary to the conduct of a general appraisal business.

To act unlimitedly as agent and trustee.

To do any and all acts and things for the preservation, protection, improvement and enhancement in value of lands, and interests in lands, and of grazing rights and privileges.

To reclaim and to assist unlimitedly in the reclamation of lands, and to acquire and assist in the acquisition and development of water rights and of irrigation works and systems.

To examine and disseminate information concerning all types and nature of lands and interests therein.

To conduct researches, investigations and examinations of property and businesses and enterprises of every kind and description.

To engage in the business of surveying and of mapping.

To carry on and conduct, as principal or agent, all types of service involving the acquisition, operation, encumbrance and disposition of lands and rights to the use thereof.

To transact the business of real estate agent or broker.

To deal and traffic in real estate and all estates and interests therein, whether owned by it or otherwise; to buy, take, lease, rent, option, or in any other manner acquire, own, hold, possess, sell, exchange, lease, convey, transfer, rent, mortgage, give liens against, or in any manner dispose of or encumber real estate, and any and all interests or estates therein, whether within or without the State of Idaho, including water and irrigation rights and irrigation and/or drain ditches,

whether classified as real or personal property.

To purchase or otherwise acquire, hold, sell, assign, endorse, transfer, mortgage, pledge, hypothecate, or otherwise dispose of and to deal generally in notes, bonds, contracts, stocks, warrants, bills, open accounts, and other evidences of indebtedness of individuals, firms, partnerships and corporations, municipal, public and private, except as limited by law; to loan its funds, with or without security, on notes, open accounts or otherwise.

To purchase, subscribe for, or otherwise acquire and own, holds, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including but not limited to shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts, or obligations, to receive, collect, and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stocks so owned.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, district, state, and government.

To institute, enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other businesses, works, enterprises, undertakings and operations.

To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by, any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers, and privileges of ownership.

To apply for, secure, acquire by assignment, transfer, purchase, or otherwise, and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, rights or privileges, which any government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in and contribute toward carrying the same into effect, and to appropriate any of the corporation's shares of stock, bonds and assets to defray the necessary costs, charges and expenses thereof.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, 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.

To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferrable instruments.

In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferrable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

To carry on any other business, which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

The said corporation may perform any part of its business

outside the State of Idaho, in the other states, in the District of Columbia, territories or possessions, or dependencies of the United States.

To do each and everything necessary, suitable, useful or advisable for the accomplishment of any one or more of said objects, or which shall, at any time, appear to be conducive to or expedient for the benefit of said corporation in connection therewith.

To do each and all things set forth herein to the same extent and as fully as natural persons might do or could do in the State of Idaho, and in any other state, country or place.

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; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

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

The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration

of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations.

V.

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

If the by-laws so provide, to designate two or more of its members to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of at least a majority of

the holders of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good-will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interest of the corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

VI.

The capital stock of this corporation shall be one hundred (100) shares without nominal or par value. No distinction shall exist between the shares of this corporation and all shares shall have the same rights in the corporation.

VII.

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services, or any other rights or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock.

VIII.

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the board of directors, and as may be permitted by law.

IX.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

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The name and post office address of each of the incorporators and a statement of the number of shares subscribed for by each, is as follows:

NAME	ADDRESS	NO. SHARES	AMOUNT
Harley M. McDowell	1202 No. 17th St., Boise, Idaho	1	\$100.00
E. Jean McDowell	1202 No. 17th St., Boise, Idaho	1	\$100.00
Brian A. McDowell	1202 No. 17th St., Boise, Idaho	1	\$100.00

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and

all rights conferred upon stockholders herein are granted, subject to this reservation.

WE, THE UNDERSIGNED, being each one of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectively agree to take the number of shares of stock hereinbefore set opposite our names and accordingly have hereunto set our hands and seals this 28th day of June, A. D., 1965.

Harley M. McDowell  
Harley M. McDowell

E. Jean McDowell  
E. Jean McDowell

Brian A. McDowell  
Brian A. McDowell

STATE OF IDAHO, )  
                  ) ss.  
COUNTY OF ADA, )

On this 28th day of June, in the year 1965, before me,  
the undersigned, a Notary Public in and for said State, personally  
appeared Harley M. McDowell, E. Jean McDowell and Brian A. McDowell,  
known to me to be the persons whose names are subscribed to the  
within instrument, and acknowledged to me that they executed the  
same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal, the day and year in this certificate first  
above written.

Vera Behnag  
Notary Public for the State of Idaho,  
Residing at Boise, Idaho