

**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**PREMIER PROPERTIES, 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 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: November 05, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

Nov 5 10 07 AM '98  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
PREMIER PROPERTIES, INC.**

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**KNOW ALL MEN BY THESE PRESENTS:**

That we, the undersigned, have associated ourselves for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby adopt the following Articles of Incorporation;

1. **NAME.** The name of the corporation is Premier Properties, Inc..
2. **PURPOSE.** The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporation may be incorporated under the laws of the State of Idaho, as they may be amended from time to time.
3. **INITIAL BUSINESS.** The corporation initially intends to conduct the business of real estate brokerage.
4. **AUTHORIZED CAPITAL.** The corporation shall have the authority to issue one million (1,000,000) shares of common stock, including treasury stock, no-par value.
5. **PRE-EMPTIVE RIGHTS.** The holders from time to time of the common stock of the corporation shall have pre-emptive rights as to the common stock then or thereafter authorized to be issued, including Treasury Stock. No resolution of the Board of Directors authorizing the issuance of stock to which pre-emptive rights shall attach may require such rights to be exercised within less than sixty (60) days.
6. **REGISTERED AGENT AND ADDRESS.** Its registered office in the State of Idaho is to be located at 7713 Bobran Ct., Boise, ID 83709. The registered agent in charge thereof is Susan J. Broadie, whose address is the same at the registered office.
7. **KNOWN PLACE OF BUSINESS.** The known place of business of the corporation shall be 7713 Bobran Ct., Boise, ID 83709.
8. **BOARD OF DIRECTORS.** The initial Board of Directors shall consist of not less than THREE (3) directors. The persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are:  
  
Kenneth W. Reed, 7713 Bobran Ct., Boise, ID 83709  
Susan J. Broadie, 7713 Bobran Ct., Boise, ID 83709  
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9. **THE NUMBER OF DIRECTORS.** The number of persons to serve on the Board of Directors shall be fixed by the Bylaws.
10. **INCORPORATORS.** All powers, duties and responsibilities of incorporators shall cease at the time of delivery of these Articles of Incorporation to the Secretary of State of Idaho for filing. The name and address of the incorporator is:

Susan J. Broadie, 7713 Bobran Ct., Boise, Idaho 83709

**11. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS.**


Subject to the further provisions hereof, the corporation shall indemnify any and all of its existing and former directors, officers, employees, and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director, officer, employee or agent of the corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person. Whenever any existing or former director, officer, employee, or agent shall report to the President of the corporation or the Chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as director, officer, employee or agent of the corporation, the Board of Directors shall, at its next regular or special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, and, if not, indemnification shall be mandatory and shall be automatically extended as specified herein, provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and, provided further, that the corporation shall have the right to refuse indemnification that would otherwise have been applicable if such person shall have unreasonably refused to permit the corporation, at its own expenses and through counsel of its own choosing, to defend him or her in the action.

  
INCORPORATOR

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INCORPORATOR

  
November 2, 1990.

I, Susan J. Broadie, having been designated to act as Registered Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the laws of the State of Idaho.

  
Susan J. Broadie