

**ARTICLES OF INCORPORATION**

**OF**

**WINSTON COMMERCIAL REAL ESTATE SERVICES, INC.**

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SECRETARY OF STATE  
STATE OF IDAHO

That I, the undersigned, citizen of the United States over the age of majority, does hereby associate myself for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby make, sign, acknowledge, file and adopt for that purpose the following Articles of Incorporation and do hereby declare:

ARTICLE I

The name of this corporation is and shall be WINSTON COMMERCIAL REAL ESTATE SERVICES, INC.

ARTICLE II

The purposes for which this corporation is formed are:

2.1 To have and to exercise all rights now or hereafter granted by the laws of the State of Idaho to engage in the practice of veterinary medicine and any other lawful purpose.

2.2 To acquire, by purchase, subscription or otherwise, and to own, hold, sell, assign, transfer, mortgage, pledge, exchange, deal in and with, or otherwise dispose of, shares of capital stock, bonds, debentures, obligations, evidences of indebtedness and securities issued by any public or private corporation, government or municipality, and other property, real and personal, and to pay cash therefore or to issue in exchange therefore shares of capital stock, bonds, notes, debentures, obligations or evidences of indebtedness of the corporation.

2.3 To acquire by purchase, exchange or otherwise all or any part of, or any interest in, the properties, assets, business and goodwill of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this State; to pay for the same in cash, property, or its own or other securities; to hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in connection therewith to assume or guarantee performance of any liabilities, obligations or contracts of such persons, firms, associations or corporations, and to conduct the whole or any part of any business thus acquired.

2.4 To borrow money for the furtherance of any of the purposes of the corporation, and to secure the same by obligations, pledges, mortgages or the issuance of bonds or

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debentures secured by pledges, deeds of trust or mortgages upon the whole or any part of its property. To take and receive donations of property by gift, grant, devise or bequest. To issue promissory notes or debentures which may or may not be converted into a right to purchase capital stock of this corporation upon such terms and under such conditions as the Board of Directors may designate, and to issue warrants for stock to the extent permitted by the laws of the State of Idaho, and upon such terms as the Board of Directors may by resolution establish. This corporation may create and issue rights or options to purchase shares of stock whether or not in connection with the issue and sale of any shares of stock or the issue of promissory notes, debentures or other securities.

2.5 To act as escrow holders, escrow agents, trustees, receivers, liquidators, managers, brokers or referees or in other stations of trust or confidence. To qualify for, acquire and hold licenses as real estate agents or brokers or referees or in other stations of trust or confidence. To qualify for, acquire and hold licenses as real estate agents or brokers in any state, and to engage in the real estate business. To operate as a public utility in any line of endeavor that is in any way connected with any of the other undertakings of the company.

2.6 To purchase, hold, sell, assign, transfer, mortgage or otherwise dispose of shares of the capital stock of this or of any other corporation or corporations, association or associations of the State of Idaho, or any other state, territory or country, and while owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote thereon.

2.7 To enter into any lawful arrangements for sharing profits, joint venture, union of interest, reciprocal concession or cooperations, with any corporation, association, partnership, syndicate, entity, person or governmental municipal or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the purposes of the corporation.

2.8 To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts.

2.9 To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of the powers hereinbefore set forth, either alone or in connection with other corporations, firms or individuals, and either as principals or as agents, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho.

ARTICLE III

The capital stock of this corporation shall be \$250,000 divided into 25,000 shares with a par value of TEN DOLLAR (\$10.00) per share. All of the stock shall be nonassessable common stock with equal voting and other rights and privileges. The shares shall not be divided into classes.

ARTICLE IV

The principal office of this corporation in the State of Idaho shall be located at 9438 W. Stonehill Ct., Boise, Idaho 83709, and the name of the registered agent shall be Roger Wood.

ARTICLE V

The governing board of this corporation shall be called the Board of Directors which shall consist of at least one (1) and not more than six (6) members, the number to be designated by the Bylaws consistent with this article. The first Board of Directors shall consist of one (1) member, whose name and address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Roger Wood	9438 W. Stonehill Ct. Boise, Idaho 83709

ARTICLE VI

The incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Roger Wood	9438 W. Stonehill Ct. Boise, Idaho 83709

ARTICLE VII

The term of existence of this corporation is and shall be perpetual.

ARTICLE VIII

## ARTICLE VIII

The officers of the corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. These officers shall be elected annually, whose powers, duties, removal, resignation, replacement and general authority shall be designated and granted by the Bylaws of this corporation. None of these officers except the President need be a Director, but a Vice-President who is not a Director cannot succeed to or fill the office of the President. The offices of Secretary and Treasurer may be combined in one person.

Such other officers and agents as may be necessary for the business of this corporation may be appointed by the Board of Directors in the manner provided by the Bylaws.

## ARTICLE IX

The Directors of this corporation have power in their discretion to reserve from the profits each year such amount thereof as they may deem necessary and advisable for the purpose of establishing a reserve fund to be used as working capital in the business of the corporation, and they may employ and use such funds for the purpose of extending the business, operations of the corporation or to purchase its own stock, or to purchase stock, bonds and other obligations of other corporations which it is authorized by law to purchase.

## ARTICLE X

No contract or transaction entered into by the corporation shall be affected by the fact that a Director or Officer of the corporation was personally interested in it, if at the meeting of the Board of Directors making, authorizing or confirming such contract or transaction the interested Director disclosed his interest therein and refrains from voting on such contract or transaction.

## ARTICLE XI

This corporation shall have power to conduct business in any state or foreign country and to maintain officers therein, subject to the laws of the State of Idaho, and does hereby certify that the facts therein set forth are true.

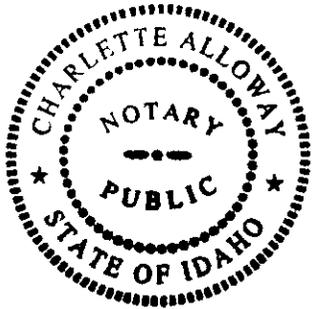
IN WITNESS WHEREOF, I have hereunto set my hand and seals to this instrument this 30 day of March, 2006.

  
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ROGER WOOD

STATE OF IDAHO )  
 ) ss  
County of Ada)

On this 30<sup>th</sup> day of March, 2006, before me, Charlette Alloway, a Notary Public in and for said State, personally appeared ROGER WOOD, known or identified to me to be all of the incorporator of WINSTON COMMERCIAL REAL ESTATE SERVICES, INC., that he signed the foregoing document as said incorporator of the corporation and that the statements therein contained are true.

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



Charlette Alloway  
Notary Public for Idaho  
Residing at: Boise  
Commission Expires: 1/9/2010