



CERTIFICATE OF INCORPORATION  
OF

RENTMASTER PROPERTY MANAGEMENT, 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: February 21, 1986



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

ARTICLES OF INCORPORATION  
OF

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SECRETARY OF STATE

RENTMASTER PROPERTY MANAGEMENT, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be RENTMASTER PROPERTY MANAGEMENT, INC.

ARTICLE II.

The period of the corporation is perpetual.

ARTICLE III.

The purpose and objectives for which the corporation is formed are:

a. To engage in the business of property management and rental.

b. To enter into contracts, obligations of any kind or kinds essential, necessary or proper to the transaction of its ordinary affairs or for the purpose of the corporation.

c. To appoint and employ agents, subagents and specialist of every name, kind and nature and to enter into all necessary contracts with said agents, subagents or specialists.

d. To engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, and to engage in any other lawful business or activity.

#### ARTICLE IV.

The address of the corporation's initial registered office in the State of Idaho is 170 N. Holmes Avenue, Idaho Falls, Idaho 83401, and the name of the registered agent is Michael D. Baird.

#### ARTICLE V.

The amount of authorized capital stock of this corporation shall be divided into one million shares of common stock with the par value of \$1.00 per share. Before any of the capital stock of this corporation may be sold or transferred by any of its members or shareholders, the corporation itself must be given a thirty (30) day option to repurchase the stock; provided however, that should the corporation desire not to purchase any stock to be sold or transferred, the remaining shareholders and members of the corporation shall be given a thirty (30) day option to repurchase said stock after receiving notice, in writing, that the corporation will not repurchase its stock itself. The capital stock of the corporation may be exchanged by the corporation through the Board of Directors for stock in other corporations.

#### ARTICLE VI.

The number of directors constituting the initial board of directors is one (1) and the name and address of the person who is to serve as director until the first annual meeting of the

shareholders or until his successor can be elected and qualified is:

Michael D. Baird  
885 Syringa  
Idaho Falls, Idaho 83401

The director, or directors, shall be elected at the annual meeting of the stockholders, which will be held annually at a time and place specified by the shareholders, and after proper legal notice, or at such other time and place as the shareholders may so designate.

#### ARTICLE VII.

The name and address of the initial incorporator is:

Michael D. Baird  
885 Syringa  
Idaho Falls, Idaho 83401

#### ARTICLE VIII.

The management of this corporation shall be vested in a board of directors of not less than one (1) but not more than nine (9) as may be fixed by the by-laws.

#### ARTICLE IX.

The power to repeal and amend by-laws and adopt new by-laws is hereby conferred upon the directors as well as the shareholders, as may be fixed by the by-laws.

#### ARTICLE X.

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the

corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in any other contract or transaction of the corporation, provided, that said interest shall be disclosed or shall have been disclosed to the board of directors or the majority thereof; and any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum of a meeting of the board of directors of the corporation which shall authorize such contract or transaction, with like force and effect as if they were not such a director or officer of such corporation, or were not so interested.

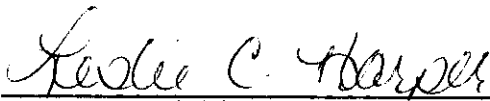
IN WITNESS WHEREOF, I have hereunto set my hand and seal and execute it in duplicate, this document on the 12<sup>TH</sup> day of February, 1986.

  
\_\_\_\_\_  
Michael D. Baird

STATE OF IDAHO            )  
                              )ss.  
County of Bonneville)

On this 10<sup>th</sup> day of February, 1986, before me, a Notary Public, in and for the State of Idaho, personally appeared MICHAEL D. BAIRD, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



Notary Public

Residing at Idaho Falls, Idaho

My Commission Expires: 1-20-88