



## 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

#### CARIBOU TITLE COMPANY

was filed in the office of the Secretary of State on the **Fourth** day of **January** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ 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 **Soda Springs** in the County of **Caribou**

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 **4th** day of **January**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
CARIBOU TITLE COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all full-age citizens of the United States and of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end we hereby agree as follows:

ARTICLE I.

Corporate Name

The name of this corporation shall be Caribou Title Company.

ARTICLE II.

Place of Business

The said corporation is organized and the place of its general business shall be at Soda Springs, in the County of Caribou, State of Idaho. And branch places of business, transfer and registry offices may be established at such other place or places in this or any other state of the United States as the board of directors may deem advisable.

ARTICLE III.

Period of Existence

The existence of said corporation shall be perpetual or until otherwise dissolved or disincorporated, pursuant to law.

ARTICLE IV.

Corporate Purposes

Said corporation shall have the following specific powers:

1. To furnish abstracts of title to real estate; to issue policies of title insurance or certificates of title as agent for any title company authorized to conduct a title insurance business in the State of Idaho; and to make, execute and perfect such contracts, agreements, policies and other instruments as may be necessary for the purpose of insuring of such titles.

2. To act as assignee, receiver, guardian, executor, administrator, and the president or secretary of said corporation may take the oath necessary to qualify it to act in such capacity, and such company shall be bound thereby.

3. To act as fiscal or transfer agent of any state, municipality, body politic or corporation, and in such capacity to receive and distribute money, transfer, register and countersign certificates of stocks, bonds or other evidences of indebtedness, and to receive and manage any sinking fund thereof on such terms as may be agreed upon.

4. To take, receive and hold any and all such pieces of real property as may have been or may hereafter be the subject of any insurance made by said corporation under the powers conferred by its charter, and the same to grant, bargain, sell, convey and dispose of in any such manner as it sees proper.

5. To act as escrow agent and escrow holder and to purchase and sell real estate and take charge of the same.

6. To become security upon any writ of error or appeal, or in any proceeding instituted in any court in this state, in which security may be required.

7. To do any and all other things whatsoever not prohibited by law which may be reasonably necessary or convenient in the operation of an abstract, title insurance and escrow business.

#### ARTICLE V.

##### Capital Stock

The capital stock of this corporation shall be in the sum of \$25,000.00 and shall be divided into 1,000 shares having a par value of \$25.00 per share. The certificates of stock shall be signed by the president and secretary or in the absence of the president, by the vice-president and secretary.

The board of directors may close the stock books of the corporation not more than fifteen days before the date of payment of any regular or special dividend, and the stockholders of record at the time of such closing shall be regarded by the corporation as the stockholders in fact for the purpose of receiving dividends.

#### ARTICLE VI.

The names of the incorporators and first officers of said corporation, their respective places of residence and the stock to which they have subscribed are as follows:

<u>NAME</u>	<u>Office</u>	<u>No. of Shares</u>	<u>Address</u>
Helen B. Kingsford	President and Director	200	Soda Springs, Idaho
S. E. Matthews	Vice-President and Director	600	Soda Springs, Idaho
Leonard O. Kingsford	Secretary and Director	200	Soda Springs, Idaho

The officers of this corporation shall consist of a board of three directors, a president, a vice-president and a secretary-treasurer. Said officers may be, but shall not be required to be, members of the board of directors.

The first board of officers and directors as above named shall hold office until their successors are elected and qualified.

ARTICLE VII.

The rights, duties, obligations and powers of the various officers and directors of this corporation together with other rules and regulations for the governing of said corporation shall be adopted by the stockholders of said corporation in the form of by-laws, such by-laws to be adopted at the first annual meeting of the stockholders, to be held on the 2nd Monday of January, 1965. Unless otherwise provided by said by-laws, the annual stockholders meeting of said corporation shall be held annually thereafter on the 2nd Monday of January in each year.

ARTICLE VIII.

Said corporation may enter into any kind of contract or agreement, cooperative or profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay persons for their services as the directors may deem fit.

IN WITNESS WHEREOF, the parties to this agreement have hereunto set their hands this 24th day of December, 1964.

Helen B. Kingsford  
S. E. Matthews  
Leonard O. Kingsford

STATE OF IDAHO     )  
                              : ss.  
County of Caribou)

On this 30th day of December, 1964, before me, Mary Lou Campbell, a Notary Public in and for said State personally appeared Helen B. Kingsford, S. E. Matthews and Leonard O. Kingsford, 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.

Mary Lou Campbell  
NOTARY PUBLIC for Idaho, residing at  
Soda Springs, Idaho.  
My commission expires: November 4, 1968.