

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

THE GEDDES COMPANY, INC.

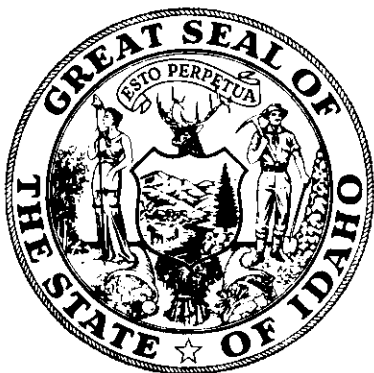
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

THE GEDDES COMPANY, INC.,

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 \_\_\_\_\_ March 6 \_\_\_\_\_, 19 89 .



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

THE GEDDES COMPANY, INC.

The undersigned acting as incorporators of a corporation hereinafter referred to as the "Corporation" under the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is THE GEDDES COMPANY, INC.

ARTICLE II

Period of Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purposes and Powers

1. The Corporation is empowered to engage in the business of providing services related to real estate sales, service, management, and advising and counselling others with respect to such fields of activity.

2. To engage in any lawful act or activity for which corporations may be organized under the law of the State of Idaho.

3. To have the capacity to act possessed by natural persons in the performance of such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law.

4. Without limiting or enlarging the grant of authority contained in paragraph 3 of Article III, it is hereby provided that such corporation shall have authority:

1           a. To sue and be sued, appear, complain and  
2 defend in any court of law or equity, or before any  
3 board, commission or tribunal;

4           b. To have and use a corporate seal which may be  
5 altered at pleasure;

6           c. To receive, acquire, hold, purchase, dispose  
7 of, convey, mortgage and/or lease, real and personal  
8 property; to dispose of, sell, lease, assign, transfer,  
9 mortgage and/or convey any rights, privileges, franchises,  
10 real or personal property of the corporation, other  
11 than its franchise of being a corporation, and to  
12 purchase, guaranty, take, receive, subscribe for or  
13 otherwise acquire, own, hold, vote, use, employ, sell,  
14 mortgage, lend, pledge, or otherwise dispose of, and  
15 otherwise use and deal in and with, shares or other  
16 interests in, or obligations of other domestic or  
17 foreign corporation, associations, partnerships or  
18 individuals, or direct or indirect obligations of the  
19 United States, or of any other government, state,  
20 territory, governmental district or municipality or of  
21 any instrumentality thereof;

22           d. To appoint such officers, employees and  
23 agents as the business of the corporation may require  
24 and to allow them compensation;

25           e. To make by-laws not inconsistent with any  
26 existing law for the management of its business and  
27 property, the regulation and conduct of its affairs,  
28 and the certification and transfer of its stock.

29           f. To issue non-assessable shares and admit  
30 shareholders.

31           g. To wind up and dissolve itself, or to be  
32 wound up and dissolved in the manner provided by law.

1           h. To enter into contracts or obligations of any  
2 type or kind essential, necessary or proper to the  
3 transaction of its ordinary affairs, or for the purposes  
4 of the corporation;

5           i. To conduct business in this state, other  
6 states, District of Columbia, territories and colonies  
7 of the United States and in foreign countries, and to  
8 have one or more offices and places of business out of  
9 this state, and to acquire, receive, hold, purchase,  
10 lease, mortgage, dispose of and/or convey real and  
11 personal property situate out of this state, provided  
12 such powers are included within the objects set forth  
13 in its articles of incorporation;

14           j. To do all acts permitted by the law of the  
15 State of Idaho, and all such other acts as are necessary  
16 and expedient to accomplish its stated purposes except  
17 as limited by the laws of the State of Idaho.

18           k. To be a promoter, partner, member, associate  
19 or manager of other business enterprises or ventures,  
20 or to the extent permitted in any other jurisdiction to  
21 be an incorporator of other corporations of any type or  
22 kind.

23           5. The foregoing clauses shall be construed both as  
24 Purposes and Powers, and it is hereby expressly provided  
25 that the foregoing enumeration of specific powers shall not  
26 be held to limit or restrict in any manner the powers of the  
27 Corporation.

28                           ARTICLE IV

29                   THE LOCATION AND POST OFFICE ADDRESS  
30                   OF ITS REGISTERED OFFICE IN THE STATE OF IDAHO

31           The location of the Corporation registered office is  
32 McCall, Idaho.

1       The post office address of the Corporation is Box 198,  
2       McCall, Idaho.

3       The name of the Registered Agent at such address is  
4       RANDALL F. GEDDES, III.

5                               ARTICLE V

6                               DATA RESPECTING SHARES

7       The aggregate number of shares which the corporation  
8       shall have authority to issue is 1,000 shares of common  
9       stock at \$1.00 par value per share. Such shares are the  
10      only class authorized. Transfer of all such shares are  
11      subject to restrictions as set forth in detail in the By-  
12      Laws of the Corporation; also, a synopsis of such restrictions  
13      shall be set forth on the obverse side of all share certificates  
14      when and as they are issued.

15                              ARTICLE VI

16                              DATA RESPECTING INCORPORATORS

17      The names and addresses of the incorporators of the  
18      Corporation are as follows:

19 <u>Name</u>	<u>Address</u>
20                   RANDALL F. GEDDES, III	Box 198, McCall, Idaho
21                   VIRGINIA SALES GEDDES	Box 198, McCall, Idaho

22                              ARTICLE VII

23                              DATA RESPECTING INITIAL DIRECTORS

24      The names and post office address of each of the initial  
25      directors named by the incorporators to serve until the  
26      first annual meeting of shareholders, or until their successors  
27      are elected and shall qualify are:

29 <u>Name</u>	<u>Address:</u>
30                   RANDALL F. GEDDES, III	Box 198, McCall, Idaho
31                   VIRGINIA SALES GEDDES	Box 198, McCall, Idaho

1 Pursuant to §30-1-35, Idaho Code, as presently enacted,  
2 the powers of the corporation shall be exercised by and  
3 under the authority of, and the business and affairs of the  
4 Corporation shall be managed under the direction of the  
5 shareholders themselves, or the designated officers of the  
6 Corporation as directed by the shareholders, without the  
7 creation or existence of a continuing Board of Directors;  
8 save for the initial directors named above, the shareholders  
9 themselves shall act and function collectively as would  
10 directors for all purposes and pursuant to all duties and  
11 obligations as otherwise set forth for directors in the  
12 Idaho Business Corporation Act.

13 EXECUTED this 27<sup>th</sup> day of February, 1980.

14 Randall F. Geddes, III  
15 Randall F. Geddes, III

16 Virginia Sales Geddes  
17 Virginia Sales Geddes

18 STATE OF IDAHO )  
19 ) ss.  
20 County of Valley )

21 On this 27<sup>th</sup> day of February, 1980, before me,  
22 a Notary Public in and for said State, personally appeared  
23 RANDALL F. GEDDES, III and VIRGINIA SALES GEDDES, known to me  
to be the persons whose names are subscribed to the within  
and foregoing instrument and acknowledged to me that they  
executed same.

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

26 Bonnie Pulver  
27 Notary Public for Idaho  
28 Residing at: McCall