

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

AMERICAN SOLAR PYRAMIDS REALTY, INC.

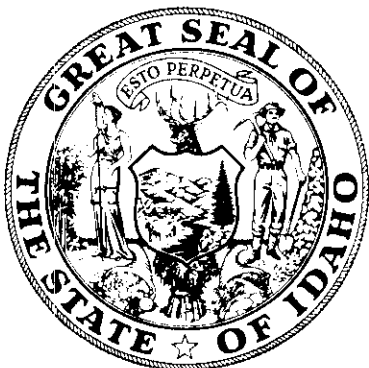
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

AMERICAN SOLAR PYRAMIDS REALTY, 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: *October 18, 1982*



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

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ARTICLES OF INCORPORATION

OF

SECRETARY OF  
STATE

AMERICAN SOLAR PYRAMIDS REALTY, INC.

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned, a natural person of full age and a citizen of the United States of America, have this day formed a corporation under the Idaho Business Corporation Act of the State of Idaho.

AND, I DO HEREBY CERTIFY:

FIRST:

That the name of the corporation is, and shall be AMERICAN SOLAR PYRAMIDS REALTY, INC..

SECOND:

That the purposes for which this corporation is formed are, and it shall have the power and authority:

(a) To buy, sell, exchange, lease, let, grant, or take licenses in respect of, improve, develop, repair, manage, maintain, and operate real property of every kind, as principal, agent, or broker, and on commission or otherwise; to act as loan broker, and generally to do everything suitable, proper and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments and to transact any and all lawful business.

(b) To invest its funds and to otherwise purchase, receive, lease or otherwise acquire or hold, improve, use, sell or otherwise dispose of and otherwise deal in and with real estate mortgages, stocks, bonds or any other type of investments, and to own real or personal property necessary for the rendering of such services.

(c) To borrow moneys, with or without security, and to execute, issue and dispose of evidences of all kinds of its indebtedness, and bonds, notes and other obligations; to secure the same or any thereof by

pledge or mortgage of the whole or any part of the property or assets of the corporation, real or personal; to make charitable and business donations or gifts; to acquire, reissue and dispose of its own shares or obligations.

(d) To do and perform each, all and every act and things, and to exercise every power, necessary, expedient, proper, useful or desirable, to carry out or further the purposes, objects and businesses for which this corporation is formed.

THIRD:

That the name and address of the initial registered agent and the initial registered office of the corporation in the state of Idaho are and shall be:

MIKEL H. WILLIAMS  
707 North Eighth Street  
Boise, ID 83702

FOURTH:

That the duration of this corporation is to be perpetual from and after the date of its incorporation.

FIFTH:

(a) That the total authorized number of par value shares of this corporation shall be 10,000, each of the par value of \$1 and of the aggregate par value of \$10,000, which said shares shall be common stock, and shall not be subject to assessment.

(b) Shareholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the shareholders of the corporation.

(c) The Shareholders of this corporation, as part of the Bylaws, may restrict or limit the sale, transfer, assignment, pledge or hypothecation of the

shares of the corporation or any part thereof. The corporation shall thereupon observe and carry out on its part the terms as set forth in the Bylaws and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation, of any of the shares unless the same be in conformity with the terms and conditions of the Bylaws.

SIXTH:

That the name and post office address of the incorporator and the number of shares subscribed to by said incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
L. SCOTT VAIL	6252 Duck Lane Nampa, ID 83651	100

SEVENTH:

The first Board of Directors shall consist of four (4) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the Bylaws. The name and address of the Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
RUSSELL R. BIAGGNE	1201 North 24th Boise, ID 83702
LARRY R. SHIDELER	9806 Barnsdale Drive Boise, ID 83704
RONALD J. HEXUM	3223 North 28th Boise, ID 83702
L. SCOTT VAIL	6252 Duck Lane Nampa, ID 83651

EIGHTH:

The Board of Directors is expressly authorized to repeal and amend the Bylaws of the corporation and to adopt new Bylaws, and the corporation reserves the right to amend, alter, change or repeal, any provision

contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

NINTH:

All of any meetings of the shareholders, or of the Board of Directors, may be held within or without the state of Idaho.

IN WITNESS WHEREOF, the incorporator hereunto sets his hand and seal this 18 day of October, 1982.

L. Scott Vail  
L. SCOTT VAIL

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CONSENT FOR USE OF CORPORATE NAME

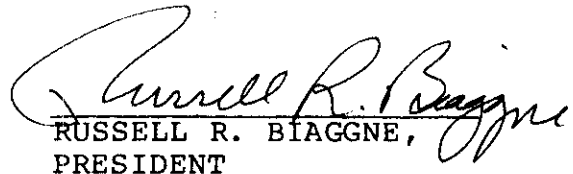
SECRETARY OF  
STATE

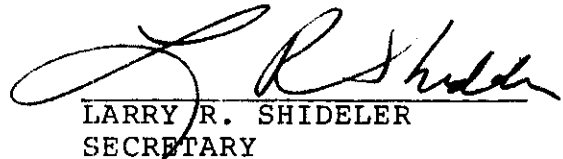
The undersigned pursuant to a resolution  
unanimously adopted on October 15, 1982 and being the  
president and secretary respectively of AMERICAN SOLAR  
PYRAMIDS CORPORATION along with all the shareholders of  
that corporation hereby consent to the use of the name

AMERICAN SOLAR PYRAMIDS REALTY, INC.

by that corporation.

DATED this 18 day of October, 1982

  
RUSSELL R. BIAGGNE,  
PRESIDENT

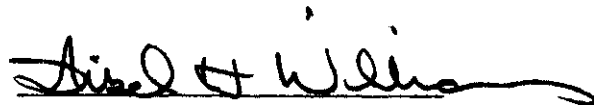
  
LARRY R. SHIDELER  
SECRETARY

  
RONALD J. HEXUM  
SHAREHOLDER

STATE OF IDAHO       )  
                          ) ss  
COUNTY OF ADA       )

On this 18 day of October, 1982, the undersigned, a Notary Public in and for said State, personally appeared RUSSELL R. BIAGGNE, LARRY R. SHIDLER, and RONALD HEXUM, known to me to be the President and Secretary and all the shareholders of American Solar Pyramids Corporation, the corporation that executed the foregoing instrument, and acknowledged to me that they executed the same for and on behalf of the said corporation.

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



Notary Public residing  
in Idaho.