



**CERTIFICATE OF INCORPORATION
OF**

REAL ESTATE PROFESSIONALS, 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: March 22, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Hawley*

ARTICLES OF INCORPORATION

OF

REAL ESTATE PROFESSIONALS, INC.

APR 22 4 24 PM '88
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation is REAL ESTATE PROFESSIONALS, INC.

ARTICLE II

The objects and purposes for which this corporation is formed and the powers of such corporation are as follows:

1. To enter into the business of selling, buying, leasing and promoting the business of real estate and business organizations.

2. To own and hold real and personal property and to rent or lease the same.

3. To do any and all things necessary, reasonable, proper, convenient or incident to carrying out the purposes for which this corporation is formed.

4. To borrow money and to pledge, mortgage or hypothecate corporation property, or in any way or manner secure the payment of the same.

5. To conduct business in this state or any other state, District of Columbia, territories and colonies of the United States and foreign countries or territories, and to maintain one or more places of business outside of this state, and to receive, purchase, hold, acquire, mortgage, assign, transfer, lease, release, convey and otherwise deal in and with any real or personal property or any interest therein, either within or outside the State of Idaho, reasonably calculated to promote the purposes hereinabove stated to this corporation.

6. To acquire the operating name, good will, property rights, and the whole or any part of any estate, tangible or intangible, or of any business, and to assume the liabilities of any person, firm, association, corporation or other business organization and pay for said good will, property rights, and assets in cash and the stock of this company, its bonds, its debentures, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor thereof, and to hold in any manner or dispose of all or any part of the property so acquired.

7. To conduct in any lawful manner the whole or any part of any business so acquired and to exercise all of the powers necessary and expedient in and about the conduct and management of such business or businesses, directly or indirectly related to the purposes and objects of this corporation, or, though not so connected, to preserve or protect the assets of this corporation.

8. To purchase, insofar as the same may be done without impairing the capital of this corporation, except as otherwise prohibited by law, and to hold, pledge and reissue shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

9. To have, exercise, enjoin and participate in all powers, now or hereafter granted to corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by Chapter I, Title 30, Idaho Code, including any future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business or businesses and for the carrying into effect of any and all objects and purposes of this corporation.

10. To do all things which a natural person might do, it being expressly provided that the aforesaid enumeration of purposes shall not be construed to be limitations upon the powers and purposes of this corporation.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of the corporation is 950 North Cole Road, Boise, Idaho 83704, and the registered agent of the corporation at that address is Ernest W. Carr.

ARTICLE V

The capital stock of this corporation shall be the sum of \$5,000.00 divided into 5000 shares of common stock, each having a par value of \$1.00 per share. No distinction shall exist between the shares of this corporation and all such shares shall have the same rights in such corporation and shall be non-assessable when paid in full.

ARTICLE VI

The names and post office addresses of the incorporators and organizers who have named themselves as the directors to serve until the first election of directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert D. Jones	1230 Broxon St. Boise, Idaho 83705
Winnie M. Morton	7342 Modoc St. Boise, Idaho 83709
Mary Margaret Carr	4910 Cresthaven Dr. Boise, Idaho 83704
Ernest W. Carr	4910 Cresthaven Dr. Boise, Idaho 83704

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorpor-


ation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

The incorporators and organizers, for the purpose of forming a corporation to do business, both within and without the State of Idaho and in pursuant of the laws of the State of Idaho, hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, have hereunto set their names, hands and seals this 17th day of March, 1988.


Robert D. Jones


Winnie M. Morton

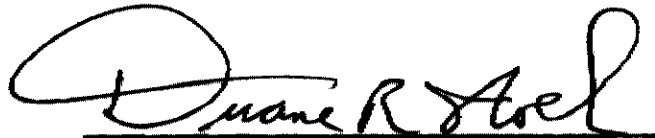

Mary Margaret Carr


Ernest W. Carr

STATE OF IDAHO)
) ss.
County of Ada)

On this 18 day of March, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared ROBERT D. JONES, WINNIE M. MORTON, MARY MARGARET CARR and ERNEST W. CARR, 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.


Notary Public for Idaho
Residing at Boise, Idaho
Ends Feb, 1994