



CERTIFICATE OF AUTHORITY
OF

BROOKS RESOURCES SALES CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BROOKS RESOURCES SALES CORP. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to BROOKS RESOURCES SALES CORP. to transact business in this State under the name BROOKS RESOURCES SALES CORP. and attach hereto a duplicate original of the Application for such Certificate.

Dated December 16, 19 81



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Brooks Resources Sales Corp.
2. *The name which it shall use in Idaho is Brooks Resources Sales Corp.
3. It is incorporated under the laws of Oregon
4. The date of its incorporation is April 9, 1975 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 416 N.E. Greenwood Ave., P.O. Box 6119, Bend, OR 97708
6. The street address of its proposed registered office in Idaho is 1100 West Jefferson Street, Boise, Idaho 99336, and the name of its proposed registered agent in Idaho at that address is Peter S. O'Neill
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: sale of real estate
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>see attached</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100</u>	<u>Common Stock</u>	<u>\$.10 Par Value</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

(continued on reverse)

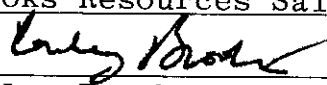

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100</u>	<u>Common Stock</u>	<u>\$.10 Par Value</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

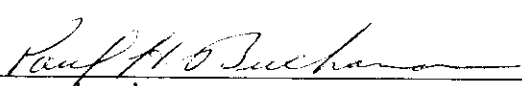
Dated December 1, 19 81.

Brooks Resources Sales Corp.
By 
Conley Brooks
Its President
and 
W. Douglas Caudell
Its Assistant Secretary

STATE OF Oregon)
COUNTY OF Deschutes) ss:

I, Paul H. Buchanan, a notary public, do hereby certify that on this 1st day of December, 19 81, personally appeared before me W. Douglas Caudell, who being by me first duly sworn, declared that he is the Assistant Secretary of Brooks Resources Sales Corp.

that he signed the foregoing document as Assistant Secretary of the corporation and that the statements therein contained are true.


My commission Notary Public
expires: 1/22/83

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

DEC 10 1977
BROOKS RESOURCES SALES CORP.

OFFICERS

Conley Brooks, President
510 Baker Building
Minneapolis, Minnesota 55402
(612) 332-2454

William H. Pengra, Treasurer
20402 Klahani Drive
Bend, Oregon 97702
(503) 389-8599

W. Douglas Caudell, Assistant Secretary/Treasurer
636 N.W. Silver Buckle Road
Bend, Oregon 97701
(503) 382-5740

Hazel I. Wells, Assistant Secretary
1384 N.W. Saginaw
Bend, Oregon 97701
(503) 382-1855

BROOKS RESOURCES SALES CORP.

DIRECTORS

William L. Smith
Home: 2334 N.W. Mt. View Drive
Bend, Oregon 97701
(503) 389-1897

Michael P. Hollern
Home: 511 N.W. Drake Road
Bend, Oregon 97701
(503) 382-3976

James E. Bussard
Home: 1177 N.E. Penn
Bend, Oregon 97701
(503) 382-3714

State of Oregon

Department of Commerce Corporation Division

I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation of

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BROOKS RESOURCES SALES CORP.
.....

with the original thereof now on file in my office; that the same is a correct transcript therefrom and of the whole thereof; that there are no amendments to said Articles of Incorporation on file in this office; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that the above corporation is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this office that are required by the laws of this state.

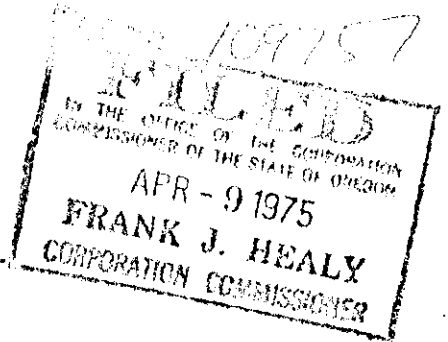
In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 1st day of December , 1981 .



Frank J. Healy
Corporation Commissioner

By Shirley Smith

ARTICLES OF INCORPORATION
OF
BROOKS RESOURCES SALES CORP.



The undersigned natural person of the age of twenty-one years or more, acting as incorporator under the Oregon Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation is BROOKS RESOURCES SALES CORP. and its duration shall be perpetual.

ARTICLE II

The purpose or purposes for which the corporation is organized are:

A. To engage in a general brokerage, agency and commission business involving the sale, exchange, leasing, management and development of real property for its own account or for the accounts of others.

B. To engage in any lawful activity for which corporations may be organized under ORS Chapter 57.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is:

100 shares of common stock, \$.10 par value per share.

ARTICLE IV

The address of the initial registered office of the corporation is 416 East Greenwood, Bend, Oregon 97701, and the name of its initial registered agent at such address is William L. Smith.

ARTICLE V

The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses

of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:


<u>Name</u>	<u>Address</u>
Michael L. McNeil	416 E. Greenwood Bend, Oregon 97701
William L. Smith	416 E. Greenwood Bend, Oregon 97701
Marvin C. May	Wilson Street Bend, Oregon 97701

ARTICLE VI

The name and address of the incorporator is:

Frank E. Nash
900 S. W. Fifth Avenue
Portland, Oregon 97204

I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief it is true, correct and complete.


Frank E. Nash

Dated April 1, 1975