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**CERTIFICATE OF INCORPORATION
OF**

RAY LEWIS AND ASSOCIATES INCORPORATED

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: **November 30, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elmer D. Habela*

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ARTICLES OF INCORPORATION
OF

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We the undersigned natural persons of the age of twenty one years or more, acting as incorporators of a corporation under the Idaho Laws of the Business Act adopt the following articles of Incorporation for such Corporation.

NAME: The name of the corporation is
Ray LEWIS AND ASSOCIATES INCORPORATED
RM

DURATION: The period of it's duration is perpetual

BUSINESS: The pursuit of business and Corporate powers are as follows.

1- To carry on business in the State of Idaho and enter into such business as selling, purchasing, exchanging real estate, seeking tenants, filling out leases, collecting rents, processing prospects, selling business opportunities, negotiating options, hold auctions, and any other type of business relating to the real estate business as prescribed in the Idaho Real Estate Laws.

(2) To acquire by purchase or otherwise, property, real or personal, and the good will, rights and assets of any person, firm, or corporation, and to pay for the same in cash, stocks, bonds, or otherwise acquire, sell, assign, transfer, mortgage, pledge, and otherwise dispose of shares of the capital stock, and bonds, debentures, or other evidence of indebtedness created by any person or corporation, and while the holder thereof to exercise the rights and privileges of ownership, including the right to vote thereon; to buy, own, use, mortgage, sell, lease, bond or to otherwise dispose of all property, real or personal, necessary, useful or desirable for it to own, use or dispose of for its purposes.

(3) To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments

and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(4) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trust or person, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(5) To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer, or otherwise dispose of, and to invest, trade, or deal in real and personal property of every kind and description, or any interest therein.

(6) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(7) To enter into joint ventures and partnerships with individuals, associations, and/or other corporations.

(8) To do any and all other acts authorized by the laws of the State of IDAHO and which the corporation may be authorized to conduct and by such other states in which the company may do business.

ARTICLE IV

CAPITAL STOCK: The authorized capital stock of the corporation shall consist of one thousand (1,000) shares of common stock, all of which shall be without nominal or par value.

ARTICLE V

SHARES: The corporation will not commence business until consideration of the value of at least one thousand dollars (\$1,000.00) has been received for the issuance of shares. Subject to the provisions of law, this corporation may purchase or otherwise acquire, hold, sell, transfer and reissue the shares of its capital stock.

ARTICLE VI

PRIVILEGES AND RESTRICTIONS TO SHAREHOLDERS:

The privileges and restrictions granted to or imposed upon each share or the holder thereof are as follows:

(1) Each issued and outstanding share, not including treasury shares, if any, shall be entitled to one vote at all shareholders' meetings;

(2) The right of cumulative voting shall not be allowed in the election of directors;

(3) Each share shall entitle its holder to receive an equal and a non-cumulative portion of dividends, if, when, and as declared by the Board of Directors in accordance with law.

ARTICLE VII

RESERVE POWER: Except as to Article VIII herein, 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, and all rights and powers conferred herein on stockholders,

ARTICLE VIII

STOCK NON-ASSESSABLE: The stock of this corporation shall be non-assessable.

ARTICLE IX

BYLAWS: The Board of Directors may make, amend, or repeal at pleasure, bylaws of this corporation, not inconsistent with provisions of these Articles of Incorporation.

ARTICLE X

ADDRESS AND REGISTERED AGENT: The Post Office address of the initial registered office of the corporation is 182 South First West, Rigby, Idaho 83442, and the name of the initial registered agent is Ray H. Lewis.

ARTICLE XI

OFFICERS: The number and kind of officers and directors of this corporation shall be as follows: There shall be a board of directors consisting of not less than three directors. The number thereof shall be fixed from time to time, and shall be subject to change by the stockholders at any stockholders' meeting held at which directors may be elected. There shall be a president, who shall be a stockholder and a member of the board of directors of the corporation, one or more vice presidents, a secretary, and a treasurer and such assistant secretaries and assistant treasurers as the board of directors shall, from time to time, determine. Each of such officers other than the president may, but need not be, a stockholder or a director of the corporation.

ARTICLE XII

NAMED DIRECTORS: Directors who shall hold office until the first annual stockholders' meeting as hereinafter provided, unless vacancies by death, resignation or removal shall sooner occur, and until the election and qualification of their respective successors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RAY H. LEWIS	182 South 1 <u>st</u> West RIGBY, IDAHO
WILMA B. LEWIS	182 South 1 <u>ST</u> West RIGBY, IDAHO
HERBERT NEIWIRTH HERBERT	1655 Irving Idaho Falls , Idaho

ARTICLE XIII

PRIVATE PROPERTY EXEMPT : Private property of the stock holders shall not be liable for debts of the corporation

ARTICLE XIV

NAMED INCORPORATORS: The name and address of each incorporator is

RAY H. LEWIS	182 South 1 <u>st</u> West, Rigby, Idaho 83442
WILMA B. LEWIS	182 South 1 <u>st</u> West, Rigby, Idaho 83442
HERBERT NEIWIRTH	1655 Irving IRVING Idaho Falls , Idaho 83401

DATED THIS 25 SEPTEMBER 1989

Ray H. Lewis Ray H. Lewis
 Wilma B. Lewis Wilma B. Lewis
 Herbert Neiwirth Herbert Neiwirth

STATE OF IDAHO
 County of Jefferson } ss.

_____ being first duly sworn, says that he is
 _____ REGISTERD AGENT in the foregoing Notice of articles
 that he has heard read said notice and knows the contents thereof, and that the same is true of his
 own knowledge.

Subscribed and sworn to before me this 25 day of Sept, 19 89
Ray H. Lewis, president