

CERTIFICATE OF INCORPORATION
OF

THE ASSOCIATES, INC.

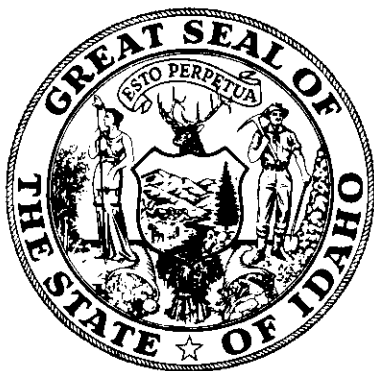
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

THE ASSOCIATES, 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 _____ November 14 _____, 19 79 .



SECRETARY OF STATE

Corporation Clerk

FILED

RECEIVED

NOV 14, 1979

9:00 am.

'79 NOV 8 AM 8:57

ARTICLES OF INCORPORATION

SECRETARY OF
STATE

THE ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens and residents of the United States of America, and each over the age of 18 years, do by these presents, voluntarily associate ourselves together for the purpose of forming a corporation, as hereinafter stated, pursuant to and under the laws of the State of Idaho, and do hereby execute and deliver these Articles of Incorporation for that purpose.

WE HEREBY SET FORTH, DECLARE AND CERTIFY:

ARTICLE I

NAME

This corporation shall be known as "THE ASSOCIATES, INC."

ARTICLE II

OBJECTS AND PURPOSES

The objects and purposes for which this corporation is formed are as follows:

(a) As principal, agent or broker, and on commission or otherwise, 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. To act as loan broker, and generally to do every thing suitable, proper, and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments.

(b) To engage in any commercial, industrial or agricultural enterprise, calculated or designed to be profitable to this corporation, and in conformity with the laws of the State of Idaho, or such other place or places and states in which the corporation may, from time to time, conduct its business.

(c) To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements or property, real and personal, which may be requisite for the purposes of or capable of being conveniently used in connection with

1 any of the objects of this corporation, and to
2 enter into, make, perform, carry out contracts
3 of every sort and kind, with any person,
4 including the right to become a partner or
5 interested in a joint venture, and to acquire
6 and take over the good will, property, rights,
7 franchises, and assets of every kind, and
8 liabilities of any person, firm, association
9 or corporation, either wholly or in part, and
10 to pay for the same in cash, stocks, bonds of
11 the corporation, or otherwise.

12 (d) To organize or cause to be organized under
13 the laws of any state of the United States, or
14 the District of Columbia, or of any territory,
15 dependency, or possession of the United States,
16 or of any foreign country, a corporation or
17 corporations for the purpose of transacting,
18 promoting or carrying on any or all of the
19 objects or purposes for which this corporation
20 is organized, and to dissolve, wind up, liquidate,
21 merge, or consolidate any such corporation or
22 corporations, or to cause the same to be dissolved,
23 wound up, liquidated, merged or consolidated.

24 (e) To do all and every thing necessary, suitable,
25 and proper for the accomplishment of any of the
26 purposes or the attainment of any of the objectives,
27 or the furtherance of any of the powers hereinbefore
28 set forth, either alone or in association with
29 other corporations, firms or individuals, and
30 to do every other act, or acts, thing or things,
31 incidental or pertinent to or growing out of,
32 or connected with the foregoing objects or
purposes, or any part or parts thereof, provided
the same be not inconsistent with the laws under
which this corporation is organized.

(f) The provisions of these Articles shall be
construed as purposes and powers, and each as
an independent purpose and power in furtherance
of, and not in limitation of, the powers which
the corporation may have under present or future
laws of the State of Idaho, and in such states
as the corporation may, from time to time, do
business.

(g) To have and to exercise all rights and powers
from time to time granted to a corporation by law.

ARTICLE III

DURATION

The terms and existence of this corporation shall be
perpetual.

ARTICLE IV

LOCATION OF REGISTERED OFFICE AND AGENT

The location and registered office of this corporation

PARSONS, SMITH & STONE
LAWYERS
BURLEY, IDAHO

1 shall be 2040 Overland Avenue, Burley, Idaho; the post office
2 address is P. O. Box 667, Burley, Idaho 83318; the registered
3 agent of this corporation shall be Jay C. Wardle, ~~Route #1, Box~~
4 ~~63B, Burley, Idaho 83318.~~ 2040 Overland Ave. *

5 ARTICLE V

6 CORPORATE STOCK

7 The total number of shares which the corporation is
8 authorized to issue is 250 shares of stock with no par value per
9 share.

10	<u>TYPE</u>	<u>COMMON</u>	<u>PAR VALUE</u>
11	Common	250 shares	No par value

12 ARTICLE VI

13 CHARACTERISTICS OF STOCK

14 The holders of the common stock are entitled to all
15 dividends declared by the Board of Directors, each stockholder of
16 common stock of record shall be entitled in all meetings of the
17 corporation or in matters requiring a vote, to one (1) vote for
18 each share of stock standing in his name upon the books of the
19 corporation.

20 The holder of shares of any class of this corporation
21 shall, upon sale by authorization of the corporation, for cash
22 or shares of the same class, have the right, during a reasonable
23 time to be fixed by the Board of Directors, to purchase shares
24 in proportion to their respective holdings of shares of such
25 class, at such price as may be fixed therefore by the Board of
26 Directors, but at not less than par for par value shares.

27 All stock, when fully paid, shall be non-assessable.

28 The corporation may purchase its own stock.

29 No sale or transfer of stock may be made without a
30 prior offering in writing to the remaining stockholders in the
31 same proportion as their shareholdings and at the same price, terms
32 and conditions on which the prospective transfer is predicated.

* authorized by Richard K. Smith.

1 ARTICLE VII

2 INCORPORATORS

3 The name and post office address of each of the
4 incorporators is as follows:

5	<u>NAME</u>	<u>ADDRESS</u>
6	Clyde C. Wardle	1121 East 17th Street Burley, Idaho 83318
7	Charles Joseph Preston	Route #1 Declo, Idaho 83323
8	Chad Harris	456 Rancho Drive, Route #2 Burley, Idaho 83318
9	Jay C. Wardle	Route #1, Box 63B Burley, Idaho 83318

10
11 ARTICLE VIII

12 BOARD OF DIRECTORS

13 The initial Directors of the corporation who shall serve
14 until the first election of Directors are as follows:

15	<u>NAME</u>	<u>ADDRESS</u>
16	Clyde C. Wardle	1121 East 17th Street Burley, Idaho 83318
17	Charles Joseph Preston	Route #1 Declo, Idaho 83323
18	Chad Harris	456 Rancho Drive, Route #2 Burley, Idaho 83318
19	Jay C. Wardle	Route #1, Box 63B Burley, Idaho 83318
20	Timothy F. Preston	Route #1 Declo, Idaho 83323

21
22 The Board of Directors shall consist of at least three
23 Directors, and not more than five, except that if all of the
24 shares of the corporation are owned beneficially and of record by
25 either one or two stockholders, the number of Directors may be
26 less than three, but not less than the number of stockholders. A
27 majority of the Board of Directors shall constitute a quorum for
28 transacting business, and the act of the majority of said quorum
29 of said Board of Directors shall be the act of the Board. The
30 Directors need not be stockholders of the corporation.

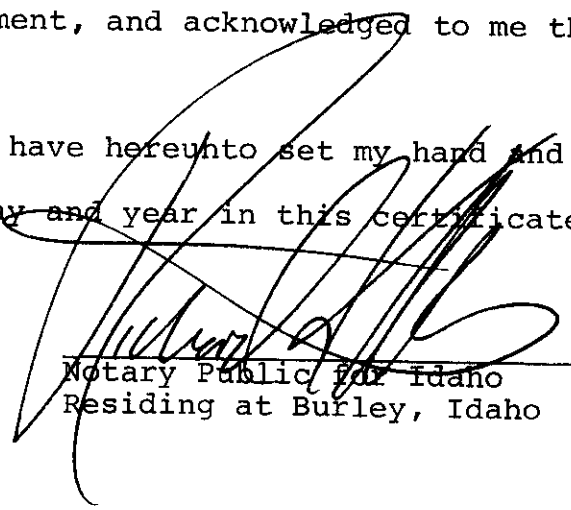
31 ---

32 ---

1 STATE OF IDAHO)
2 County of Cassia) ss.

3 On this 17th day of November, 1979, before me, the
4 undersigned, a Notary Public in and for said State, personally
5 appeared CLYDE C. WARDLE, CHARLES JOSEPH PRESTON, CHAD HARRIS,
6 and JAY C. WARDLE, known to me to be the persons whose names are
7 subscribed to the within instrument, and acknowledged to me that
8 they executed the same.

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


Notary Public for Idaho
Residing at Burley, Idaho

PARSONS, SMITH & STONE
LAWYERS
BURLEY, IDAHO

12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32