

State of Idaho

Department of State

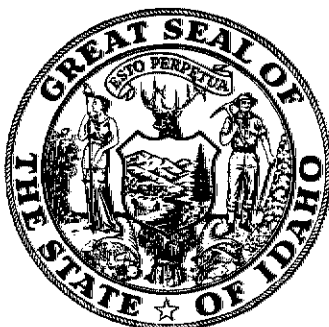
CERTIFICATE OF INCORPORATION OF

PRIORITY ONE INC.
File number C 112291

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: October 10, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ara Seike*

ARTICLES OF INCORPORATION

OCT 10 11 48 AM '95

OF

SECRETARY OF STATE
STATE OF IDAHO

PRIORITY ONE INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the Acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is **PRIORITY ONE INC.** doing business as **PRIORITY ONE PROFESSIONAL REALTORS.**

SECOND

The purpose and objects for which the corporation is formed are:

(a) To transact any and all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act including, but not limited to, real estate brokerage, real estate marketing, business brokerage, land development, construction contracting, and any other business activity deemed appropriate by the Board of Directors of **PRIORITY ONE INC.**

(b) To purchase for investment or resale, and to deal in, land and other property of any tenure and any interest therein, and to create, sell, or deal in, any freehold, leasehold, ground rents, and to make advances upon the securing of land, houses and other property, or any interest therein, and to generally deal in, by way of sale, lease, exchange, or otherwise, land and house property and any other property, whether real or personal;

(c) To make any improvements upon any real property, including, but not limited to, the subdivision thereof, the installation of water systems, sewer systems, the building of structures for rent or sale or lease, the general improving of sites, the building of roads, fences, and any and all other improvements deemed advisable by the Board of Directors of the corporation;

(d) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge,

lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares and merchandise of every kind, nature and description;

(e) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire and dispose of lands, lots, houses, buildings and real property, hereditaments, and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do and without limit as to amount;

(f) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued, and while the holder or owner thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(g) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(h) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(I) To acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation; and provided further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(j) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct, management and carrying on of such business;

(k) To organize, promote, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(l) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do as principals, agents, contractors, trustee, or otherwise, and either alone or in connection with any person, firm, associations, or corporation;

(m) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said state, or under any Act amendatory thereof or supplemental thereto or substituted therefore;

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefore, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (m), inclusive, of paragraph Second of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph of these Articles of Incorporation.

THIRD

The corporation is to have perpetual existence.

FOURTH

The name of the registered agent and incorporator, and the address of the initial registered office is as follows:

Darwin B. Vander Stelt, 1880 S. Swan Falls Rd., Kuna ID 83634

FIFTH

Paragraph 1: The Corporation is authorized to issue two classes of stock which shall be designated as Common Stock and Preferred Stock, respectively. The total number of shares of Common Stock which the Corporation is authorized to issue is

Fifty thousand (50,000) shares. Each share of Common Stock shall have a par value of One Dollar (\$1.00). The total number of Preferred Stock which the Corporation is authorized to issue is three thousand (3,000) shares. Each share of Preferred Stock shall have a par value of One Thousand Dollars (\$1,000.00).

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights with respect to the shares of each class are:

(a) Voting Rights. Each holder of shares of Common Stock and each holder of shares of Preferred Stock shall be entitled to one vote for each share of Common and Preferred Stock standing in his name on the books of the Corporation. At all elections for directors of the corporation, each stockholder shall be entitled to as many votes as the number of shares owned by him times the number of directors to be elected. The total number of votes held by any shareholder may be divided among the candidates in any manner

(b) Distributions From Capital Surplus. The Board of Directors of the corporation may, from time to time, elect to distribute, to the holders of shares of Common Stock, out of capital surplus of the corporation, a portion of the corporation's assets, in cash or property. Distributions may be distributed semi-monthly, monthly, quarterly, semi-annually or annually, as and when declared by the Board of Directors. The holders of shares of Common Stock shall be entitled to receive, Distributions from Capital Surplus legally available therefore and as and when declared by the Board of Directors, in proportion to the number of shares of Common Stock held by each shareholder. Distributions From Capital Surplus shall be subject to the following provisions:

(1) No such distribution shall be made at a time when the corporation is insolvent or when such distribution would render the corporation insolvent.

(2) No such distributions shall be made while any shares of Preferred Stock are outstanding.

(3) No such distribution shall be made on the shares of Preferred Stock.

(4) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the shareholders receiving the same concurrently with the distribution thereof.

(c) Dividends. The holders of shares of Preferred Stock shall be entitled to receive, out of assets of the Corporation legally available therefore and as and when declared by the Board of Directors, dividends at the annual rate of nine (9%) of the par value of such shares. All dividends on the Preferred Stock will be payable annually within ninety (90) days of the close of each fiscal year of the Corporation, if declared by the Board of Directors. The dividends on the Preferred Stock shall be cumulative. No dividends shall be declared on the Common Stock while any shares of Preferred Stock are outstanding.

(d) Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, the assets of the Corporation remaining after the payment of the Corporation's debts and liabilities shall be divided among and distributed to the shareholders of the Corporation on the following basis: (I) before any payments shall be made or any assets shall be distributed to the holders of shares of Common Stock, the holders of Preferred Stock shall be entitled to receive One Thousand Dollars (\$1,000.00) per share, plus an amount equal to all accrued but unpaid dividends thereon computed to the date upon which payment thereof is made available, whether or not declared; and (II) the remaining assets of the Corporation shall be distributed to the holders of the Common Stock in proportion to the number of shares of Common Stock held by each shareholder. Neither the consolidation or merger of the corporation with or into any other corporation, nor any sale, lease or conveyance of all or any part of the property or business of the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this subsection (d).

(e) Redemption of Preferred Stock. The Corporation may redeem the Preferred Stock at any time for a price equal to the sum of One Thousand Dollars (\$1,000.00) per share, plus an amount equal to the accrued but unpaid dividends thereon computed to the date on which payment of the redemption price is made available, whether or not such dividends have been declared (the "Redemption Price"). The Corporation may not call less than all of the outstanding shares of Preferred Stock for redemption.

SIXTH

The names and addresses of the initial subscribers and the number of shares subscribed for by each, are as follows:

Name & Address	Class of Shares	Number of Shares	Total Consideration to be received therefore
Darwin B. Vander Stelt 1880 S. Swan Falls Rd. Kuna ID 83634	Common	250	\$ 250.00
Jane B. Vander Stelt 1880 S. Swan Falls Rd. Kuna ID 83634	Common	250	\$ 250.00
Daniel H. Vander Stelt 1880 S. Swan Falls Rd. Kuna ID 83634	Common	50	\$50.00

Karen M. Vander Stelt 1880 S. Swan Falls Rd. Kuna ID 83634	Common	50	\$50.00
Marie T. Vander Stelt 1880 S. Swan Falls Rd. Kuna ID 83634	Common	50	\$50.00
Laura J. Vander Stelt 1880 S. Swan Falls Rd. Kuna ID 83634	Common	50	\$50.00
Jonathan D. Vander Stelt 1880 S. Swan Falls Rd. Kuna ID 83634	Common	50	\$50.00

It is hereby certified that the facts relating to the number of shares of stock issued by PRIORITY ONE INC. and the manner of payment thereof are as follows, to-wit:

The class and number of shares which the corporation proposes to issue without further report to the Secretary of State, and the consideration to be received by the corporation therefore are: Seven hundred fifty (750) shares of Common Stock for a total consideration to be received therefore of Seven hundred fifty Dollars (\$750.00) in U.S. currency.

Class of Shares	Number of Shares	Total Consideration to be received therefore
Common	750	\$ 750.00

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The number of directors of the corporations shall be specified in the by-laws and such number may from time to time be increased or decreased in such manner

as may be prescribed in the by-laws, and in accordance with Section 30-1-36 of the Idaho Code provided that the first Board of Directors shall be one in number. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. In case of any increase in the number of directors, the additional directors may be elected by a majority of the remaining directors though less than the quorum of the Board of Directors. The directors so elected shall hold office until the next annual meeting or at any special meeting duly called for that purpose and until their successors are elected and qualified.

NINTH

The names and addresses of the members of the first Board of Directors of the Corporation are:

Darwin B. Vander Stelt 1880 S. Swan Falls Rd. Kuna ID 83634

Such persons shall hold office until the first annual meeting of shareholders, and until the successors have been elected and qualified.

TENTH

Stockholders of the corporation shall have pre-emptive 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 stockholders of the corporation.

ELEVENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such an act is authorized by the vote of holders of two-thirds of the voting power of all shareholders.

TWELFTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, any director

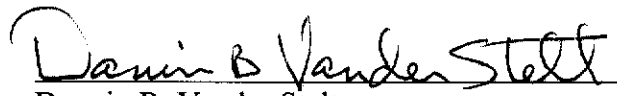
individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

THIRTEENTH

The Board of Directors is expressly authorized to repeal and amend the By-laws of the corporation and to adopt new By-laws, and the corporation reserves the right to amend, alter, change, or repeal, any provision contained in these Article of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, I have hereunto set my hand this day of

1995


Darwin B. Vander Stelt
Incorporator

STATE OF IDAHO () ss (County of Ada)

I, _____, A Notary Public, do hereby certify that on the day of , 1995, Darwin B. Vander Stelt personally appeared before me and being first duly sworn by me acknowledged the signing of the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Notary Public for Idaho
Residing at: