



CERTIFICATE OF INCORPORATION
OF

TWO RIVERS REALTY, INC.

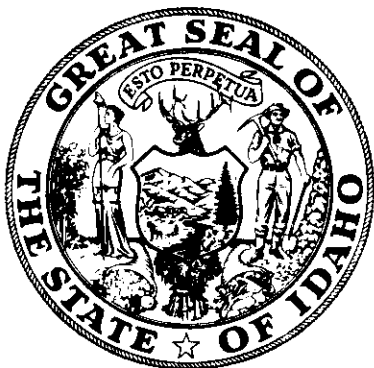
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

TWO RIVERS REALTY, 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 December 3, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

DEC 8 10 52 AM '80

ARTICLES OF INCORPORATION

SECRETARY OF STATE

of

TWO RIVERS REALTY, INC.

The undersigned incorporators desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE

Name. The name of the corporation is Two Rivers Realty, Inc.

ARTICLE TWO

Period of duration. The period of duration of the corporation is perpetual.

ARTICLE THREE

Purposes. The purposes for which the corporation is organized are: (1) 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 everything suitable, proper and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments; and (2) the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE FOUR

Shares of stock. The stock of the corporation shall consist of one (1) class only. The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), and the par value of each of such shares is One and no/100 Dollars (\$1.00).

ARTICLE FIVE

Initial registered office and agent. The address of the initial registered office of the corporation is Route 1, Box 95, St. Maries, Idaho 83861, and the name of its initial registered agent at such address is M. L. Holder.

ARTICLE SIX

Designated broker. The designated broker of the corporation for purposes of complying with Idaho Code Section 54-2028 is M. L. Holder and the address of the said designated broker is Route 1, Box 95, St. Maries, Idaho 83861.

ARTICLE SEVEN

Restriction on transfer of shares. No transfer of stock shall be valid, until ten (10) days after the corporation, through its secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyers. During said ten (10) days the corporation shall have the option to buy, at the price set by seller, any shares of outstanding stock before its owner or person in whose name it stands on its books, may transfer them. Should the corporation not have the funds to buy the

shares of should it deem it undesirable to purchase them for any other reason, another existing shareholder shall have the option for an additional ten (10) days of purchasing the shares at the price set by the seller in proportion to the number of shares then held by said shareholder. If not exercised within this time, any sale to third persons shall be valid.

ARTICLE EIGHT

Initial board of directors. The number of directors constituting the initial board of directors of the corporation is three (3); and the name and address of each person who is to serve as director until the first annual meeting of shareholders or until a successor be elected and qualify is as follows:

Name	Address
M. L. Holder	Route 1, Box 95 St. Maries, Idaho 83861
Don A. Darter	Route 4, Box 70 St. Maries, Idaho 83861
John D. Kennison	Star Route DeSmet, Idaho 83824

ARTICLE NINE

Incorporators. The name and address of each incorporator is as follows:

Name	Address
M. L. Holder	Route 1, Box 95 St. Maries, Idaho 83861
Don A. Darter	Route 4, Box 70 St. Maries, Idaho 83861

John D. Kennison

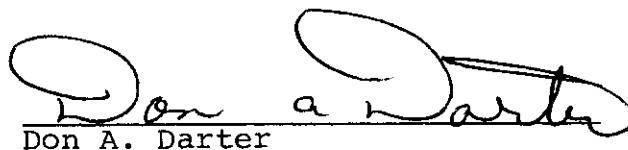
Star Route
DeSmet, Idaho 83824


Myrtle G. Mellen

905 First Street
St. Maries, Idaho 83861

IN WITNESS WHEREOF, the undersigned have executed these
articles of incorporation in duplicate this _____ day of
December, 1980.


M. L. Holder


Don A. Darter


John D. Kennison


Myrtle G. Mellen