

CERTIFICATE OF INCORPORATION  
OF

INTERMOUNTAIN APPRAISAL SERVICE, INC.

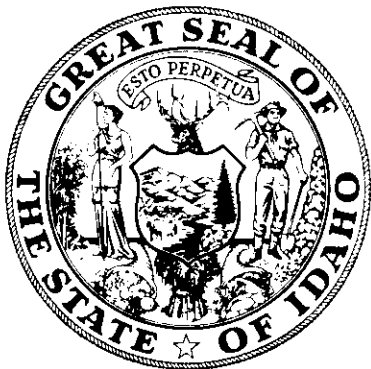
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

INTERMOUNTAIN APPRAISAL SERVICE, 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: **January 31, 1983**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
INTERMOUNTAIN APPRAISAL SERVICE, INC.

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SECRETARY OF  
STATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are of full age and citizens of the United States of America, have this day voluntarily associated ourselves together and do hereby and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purpose hereinafter stated:

I.

That the name of this corporation shall be INTERMOUNTAIN APPRAISAL SERVICE, INC.

II.

That the term for which this corporation shall exist shall be in perpetuity.

III.

The name of the registered agent and the location of the principal office and post office address of this corporation shall be David S. Pifari, 1619 Gekeler Lane, Boise, Idaho 83706, respectively.

IV.

The objects and purposes of which this corporation is formed shall be and are for the conduct of real estate

appraisal services, and to transact any and/or all law-full business for which corporations may be incorporated under the Idaho Business Corporations Act. To carry out it's purposes and objects this corporation shall have all power and authority granted to corporations generally by the Idaho Business Corporation Act, as the same may from time to time be amended.

V.

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and to alter By-Laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon the real and personal property in this corporation.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders meeting duly called for that purpose, or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interest of the corporation.

This corporation may in it's By-Laws confer powers upon it's directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

VI.

The authorized capital stock of this corporation shall be \$100,000.00 divided into 100,000 shares of the par value of \$1.00 each, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

VII.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever, 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.

VIII.

The numbers of directors of the corporation 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 Idaho Code. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the shareholders and until their successors are elected and qualified. The initial board of directors shall be one in number and his name and address is as follows:

DAVID S. PIFARI	1619 Gekeler Lane
	Boise, Idaho 83706

IX.

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.

X.

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.

XI.

The name and post office address of each of the incorporators and a statement of the number of shares subscribed by each is as follows:

DAVID S. PIFARI, 1619 Gekeler Lane	1 share at
Boise, Idaho 83706	\$1.00 par value

XII.

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereinafter prescribed by statute, and all rights conferred upon the stockholders herein are granted, subject to this reservation.

I, the undersigned, being the original subscriber to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and I agree to subscribe to the number of shares of stock hereinabove set opposite my name and accordingly have hereunto set my hand this

21 day of January, 1983.

David S. Pifari  
DAVID S. PIFARI

STATE OF IDAHO    )  
                          ) ss.  
County of Ada     )

On this 21 day of January, 1983, before me, the undersigned, a notary public in and for said State, personally appeared DAVID S. PIFARI, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Michael A. Pines  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires: next pines