

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

VALLEY LAND TITLE & ESCROW COMPANY, 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 _____

VALLEY LAND TITLE & ESCROW COMPANY, 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 10th, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION
OF
SECRETARY OF
STATE

VALLEY LAND TITLE & ESCROW COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, LAWRENCE R. CHRISTENSEN, ELIZABETH MILLER, WILLIAM E. MORRIS and WILLIAM A. NARVER, each being a natural person of full age, a resident of Ada County, State of Idaho, and a citizen of the United States of America, do voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the Idaho Business Corporation Act, as now in effect or as may hereafter be amended, and do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is VALLEY LAND TITLE & ESCROW COMPANY, INC.

ARTICLE II

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III

The location of the registered office of this corporation shall be Cascade, Valley County, Idaho, and the address of the registered office of this corporation shall be Cascade, *120 Main Street as per attorney* Idaho 83611. The corporation's initial registered agent at such address shall be LAWRENCE R. CHRISTENSEN.

ARTICLE IV

The nature of the business and the objects and purposes of this corporation shall be:

1. To transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

2. To conduct and transact the business of a general abstract, title and escrow company.

3. To deal and traffic in real estate and all estates and interests therein, whether owned by it or otherwise; to buy, take, lease, rent, option, or in any other manner acquire, own, hold, possess, sell, exchange, lease, convey, transfer, rent, mortgage, give liens against, or in any other manner dispose of or encumber real estate, and any and all interests or estates therein, whether within or without the State of Idaho, including water and irrigation rights and irrigation and/or drain ditches, whether classified as real or personal property.

4. To purchase, subscribe for, or otherwise acquire and hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including, but not limited to, shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor, in whole or in part,

in cash or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences or indebtedness or other securities, contracts or obligations to receive, collect, and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stocks so owned.

5. To purchase, or otherwise acquire, hold, sell, assign, endorse, transfer, mortgage, pledge, hypothecate or otherwise dispose of and to deal generally in notes, bonds, contracts, stocks, warrants, bills, open accounts, and other evidences of indebtedness of individuals, firms, partnerships and corporations, municipal, public and private, except as limited by law; to loan its funds, with or without security, on notes, open accounts or otherwise.

6. To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, district, states, and government.

7. To institute, enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other businesses, works, enterprises, undertakings and operations.

8. To carry on any other business, which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

9. The said corporation shall not be restricted in performing an part of its business within the State of Idaho.

10. In general, to carry on any other business in connection with the foregoing, and to have and exercise all powers conferred by the laws of the State of Idaho upon corporations.

11. The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE V

The amount of the total authorized capital stock of this corporation shall be Twenty-five Thousand Dollars (\$25,000.00) and shall be divided into twenty-five thousand (25,000) shares of One Dollar (\$1.00) par value each. Such stock shall be nonconvertible to other securities.

ARTICLE VI

The members of the governing board of this corporation shall be styled "Directors," and the number constituting the initial Board shall be five (5). The names and post office

addresses of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Lawrence R. Christensen	9601 Dorsetshire Place Boise, Idaho 83704
Elizabeth Miller	116 East Idaho Street Boise, Idaho 83702
William E. Morris	4525 Gingercreek Drive Meridian, Idaho 83642
William A. Narver	5602 Randolph Drive Boise, Idaho 83705
Harry M. Little	2990 Leisure Drive Boise, Idaho 83704

ARTICLE VII

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services or any other rights or things of value for the use and purpose of the corporation and, when so issued, shall become and be fully paid the same as though paid for in cash at par; and the Directors shall be the sole judge of the value of any property, services, right or thing acquired in exchange of capital stock.

ARTICLE VIII

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

ARTICLE IX


The name and the post office address of each of the incorporators are as follows:

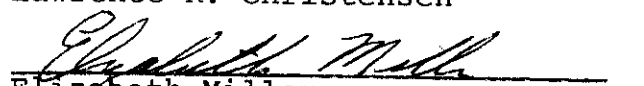
<u>Name</u>	<u>Address</u>
Lawrence R. Christensen	9601 Dorsetshire Place Boise, Idaho 83704
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William E. Morris	4525 Gingercreek Drive Meridian, Idaho 83642
William A. Narver	5602 Randolph Drive Boise, Idaho 83705


ARTICLE X


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

IN WITNESS WHEREOF, We have set our hands this 10th
day of December, 1980.


Lawrence R. Christensen


Elizabeth Miller


William E. Morris


William A. Narver

On this 10th day of December, 1980, before me, the undersigned, a Notary Public in and for said state, personally appeared LAWRENCE R. CHRISTENSEN, ELIZABETH MILLER, WILLIAM E. MORRIS and WILLIAM A. NARVER, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

Marzellen Borgeson
Notary Public for Idaho
Residence: Boise, Idaho