



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

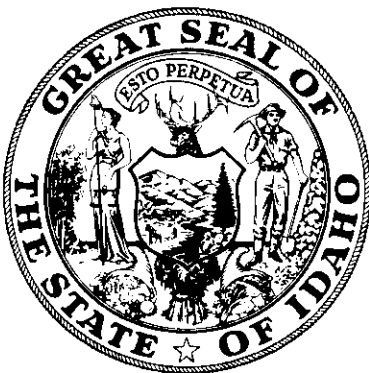
BOISE BOARD OF REALTORS, INC. COMMERCIAL MULTIPLE LISTING SERVICE

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 _____

BOISE BOARD OF REALTORS, INC. COMMERCIAL MULTIPLE LISTING SERVICE,
duly signed pursuant to the provisions of the Idaho Nonprofit 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 March 28, 1986.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
BOISE BOARD OF REALTORS, INC.
COMMERCIAL MULTIPLE LISTING SERVICE

MAR 28 3 25 PM '86
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENT, That we, the undersigned, 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 general corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be BOISE BOARD OF REALTORS, INC. COMMERCIAL MULTIPLE LISTING SERVICE.

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 Boise, Ada County, State of Idaho, and the address of the registered office of this corporation shall be 5420 Franklin Road, Suite D, Boise, Idaho 83705. Dama W. Overstreet whose address is 5420 Franklin Road, Suite D Boise, Idaho 83705, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

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

1. A Multiple Listing Service is a means by which a Participant makes a blanket unilateral offer of subagency to the other Participants and is a facility for the orderly correlation and dissemination of listing information among the Participants so they may better serve their clients and the public.

2. To print, publish and issue forms, books, periodicals, data, listings and any other printed matter and to provide the conditions under which such matter may be sold or distributed and the compensation to be charged therefor.

3. To acquire, purchase, sell, rent, lease or otherwise deal in contracts, mortgages, trust deeds and all other forms of real property, personalty, securities, equities and interests.

4. To loan money on realty, personalty or interests therein and to otherwise deal in any way or manner whatsoever in tangible or intangible property interest, both real and personal.

5. To engage in any lawful activity.

6. To do any and all things necessary, reasonable, proper, convenient or incident to carrying out the purposes for which this corporation is formed.

7. To borrow money and to pledge, mortgage or hypothecate corporation property, or in any way or manner secure the payment of the same.

8. To do any other act, or to enter into any contract that a natural person might lawfully do or enter into, and generally, to transact and carry on any other business and to exercise any other powers which may be necessary, proper or convenient to be carried on or exercised in connection with any of the foregoing purposes or instances thereof.

9. To hire and employ agents, servants and employees and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either along or in company with others.

10. The foregoing statement of purposes shall be construed as statement of both purposes and powers shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE V

The Boise Board of REALTORS Commercial Multiple Listing Service, Inc. shall be a non-profit corporation pursuant to the Idaho Non-Profit Corporation Act.

ARTICLE VI

The capital stock of this corporation shall be the sum of \$5000 divided into 5,000 shares of common stock, each having a par value of \$1.00 per share. No distinction shall exist between the shares of this corporation, and all such shares have the same rights in such corporation and shall be nonassessable when paid in full. That upon completion of formation of this corporation, all shares shall be issued to the Boise Board of REALTORS, Inc. who shall thereafter wholly own the Boise Board of REALTORS, Inc. Commercial Multiple Listing Service, Inc. The corporation shall have no members, other than said Boise Board of REALTORS, Inc.

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 purposes of the corporation and, when so issued, shall become and be fully paid the same as though paid for in cash in 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 names and post office addresses of the incorporators and organizers, who shall also serve as the members of the Commercial Multiple Listing Committee, also known as the Commercial Board of Directors, to be composed of seven (7) members of the corporation, are as follows:

Regina Bayer	7310 Potomac	Boise, Idaho	83704
Steve Cannariato	10346 Overland Rd.	Boise, Idaho	83709
J. Martin Igo	802 W. Bannock #307	Boise, Idaho	83701
Ron Marshall	326 North Orchard	Boise, Idaho	83706
Roger Michener	6505 Glenwood	Boise, Idaho	83703
Roger W. Wood	3155 S. Capital	Boise, Idaho	83707
Thomas T. Wright	P.O. Box 2727	Boise, Idaho	83701

The private property of the stockholder of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

ARTICLE IX

The Commercial Board of Directors, also to be known as the Boise Board of REALTORS, Inc. Commercial Multiple Listing Service Committee, shall consist of not less than five (5) nor more than fifteen (15) members. The majority of the committee members shall be "Participants" as defined and set out in the By-Laws, and the remaining members of the committee shall either be Participants or other brokers, associate brokers or salesmen who are affiliated with a Participant and active members of the Boise Board of REALTORS, Inc. The President of the Boise Board of REALTORS, Inc. or his duly appointed designee, shall automatically be a member with full voting privileges as well as the immediate past chairman of the committee.

ARTICLE X

Upon the dissolution or winding up of affairs of this Commercial Multiple Listing Service, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Boise Board of REALTORS, Inc. or, within its discretion, to any other non-profit tax exempt organization.

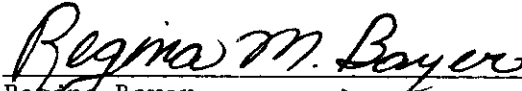
ARTICLE XI

The power to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the stockholder herein are granted, subject to this reservation and subject, further, that the right to amend the By-Laws of these Articles in connection with the number of or the makeup of the Board of Directors, also known as the Boise Board of REALTORS, Inc. Commercial Multiple Listing Committee, and shall not be changed to include anyone on said committee who is not a Participant or broker or associate broker or salesman in the office of a Participant in the Commercial Multiple Listing Service of the Corporation and an active member of the Boise Board of REALTORS, Inc.

ARTICLE XII

No dividends shall be paid and no part of the income of the corporation shall be distributed to the stockholder of this corporation, or any directors or officers of the corporation; provided, however, the corporation may pay compensation in a reasonable amount to the stockholder or directors or officers of the corporation for services rendered and may confer benefits upon said stockholder, directors or officers in conformity with its purposes; provided, further, upon dissolution or final liquidation the corporation may make such distribution to the stockholder of this corporation as may be permitted by the Idaho Non-Profit Corporation Act.

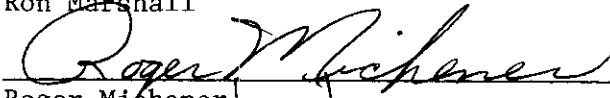
We, the incorporators and organizers, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and have hereunto set our names, hands and seals this ____ day of _____, 1986.

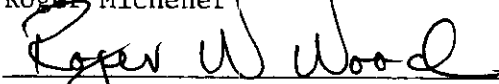

Regina Bayer

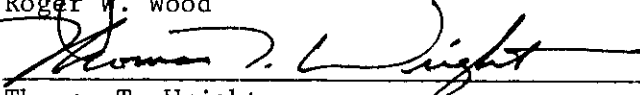

Steve Cannariato


J. Martin Igo


Ron Marshall


Roger Michener


Roger W. Wood


Thomas T. Wright

February 28, 1986

TO WHOM IT MAY CONCERN:

The Board of Directors of the Boise Board of REALTORS hereby authorizes the use of the corporate name "Boise Board of REALTORS, Inc. Commercial Multiple Listing Service"



Dama W. Overstreet
Executive Officer

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THE
BOISE
BOARD
OF
REALTORS



REALTOR®

5420 Franklin Road
Suite E
Boise, Idaho
83705
(208) 384-5145

1986 OFFICERS:

President
REGINA M. BAYER

President-elect
DAVID JENSEN

1st Vice President
JIM TOWNSEND

1986 BOARD OF DIRECTORS

BILLIE LOU CAFFERTY
ELAINE M. EDGERTON
ROBERT D. JONES
LAWRENCE C. LARAWAY
JUDITH A. LEISTER
PAT J. LEWIS
C. RONALD MARSHALL
MARY L. POWELL
DICK PRICE
JANIS OGAWA
FRANCES HALLOCK
LEE A. HILL

Immediate Past President
ANDY ENRICO

Executive Officer
DAMA W. OVERSTREET

Director of Government Affairs
SAMUEL H. SMITH

MLS Manager
MARY ANN STARK