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CLERK OF STATE
IDAHO

**ARTICLES OF INCORPORATION
OF
FIRST AMERICAN TITLE HOLDING COMPANY**

The undersigned, acting as incorporator, hereby executes these Articles of Incorporation for the purposes of forming a corporation (hereinafter referred to as the "**Corporation**") under Chapter 1, Title 30 of the Idaho Code, the Idaho Business Corporation Act (the "**IBCA**"), and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation shall be FIRST AMERICAN TITLE HOLDING COMPANY.

ARTICLE II

The Corporation shall have perpetual existence, and the nature of the business or purposes to be conducted or promoted by the Corporation is to acquire, own and operate title insurance, escrow services and related business services and to transact any and all other lawful business for which corporations may be organized under the IBCA.

ARTICLE III

The address of the initial registered office of the Corporation in the State of Idaho is 195 South Broadway, Blackfoot, Idaho 83221. The name of its registered agent at such address is DWAIN H. STUFFLEBEAM.

ARTICLE IV

Section 4.1 The aggregate number of shares which this Corporation shall have the authority to issue is One Hundred Million (100,000,000) shares, as follows:

(1) Common Stock. Of the total authorized capital stock, the Corporation shall have the authority to issue Ninety Million (90,000,000) shares with no par value, which shares shall be divided into two classes designated as "Class A Voting Common Stock" and "Class B Non-Voting Common Stock" respectively.

(a) Class A Voting Common Stock. Eighty Million (80,000,000) shares shall be designated as Class A Voting Common Stock. Each share of Class A Voting Common Stock shall have unlimited voting rights. Other than with respect to voting rights, Class A Voting Common Stock and Class B Non-Voting Common Stock shall have identical rights, including but not limited to the right to receive dividends when and

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as declared by the Board of Directors of the Corporation in accordance with applicable law.

(b) **Class B Non-Voting Common Stock.** Ten Million (10,000,000) shares shall be designated as Class B Non-Voting Common Stock. The shares of Class B Non-Voting Common Stock shall have no voting rights. No separate vote of the holders of Class B Non-Voting Common Stock as a class shall be required for any purposes except as may be required by law. Other than with respect to voting rights, Class A Voting Common Stock and Class B Non-Voting Common Stock shall have identical rights, including but not limited to the right to receive dividends when and as declared by the Board of Directors of the Corporation in accordance with applicable law.

(2) **Preferred Stock.** Of the total authorized capital stock, the Corporation shall have the authority to issue Ten Million (10,000,000) shares with the no par value, which shares shall be designated "Preferred Stock". The Preferred Stock may be issued in one or more series. The Board of Directors is hereby authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any such series and the designation, relative powers, preferences, and rights and qualifications, limitations or restrictions of all such series. The authority of the Board with respect to each such series will include, without limiting the generality of the foregoing, the determination of any or all of the following:

(a) the number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;

(b) the voting powers, if any, and whether such voting powers are full or limited in such series;

(c) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;

(d) whether dividends, if any, will be cumulative or noncumulative, the dividend rate of such series, and the dates and preferences of dividends on such series;

(e) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(f) the provisions, if any pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes of stock, or any other security of the Corporation or any other corporation or other entity, and the price or prices or the rates of exchange applicable thereto;

(g) the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation or entity;

(h) the provisions, if any, of a sinking fund applicable to such series; and

(i) any other relative, participating, optional, or other special powers, preferences, rights, qualifications, or restrictions thereof;

all as may be determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for issuance of such Preferred Stock (collectively, a "***Preferred Stock Designation***").

Section 4.2 Each share of Preferred Stock issued by the Corporation, if reacquired by the Corporation (whether by redemption, repurchase, conversion to Common Stock or other means), shall upon such reacquisition resume the status of authorized and unissued shares of Preferred Stock, undesignated as to series and available for designation and issuance by the Corporation in accordance with the immediately preceding paragraph.

Section 4.3 The Corporation shall from time to time in accordance with the IBCA increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance shall not be sufficient to permit conversion of the Preferred Stock.

Section 4.4 Except as may otherwise be provided in a Preferred Stock Designation, the holders of Class A Voting Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of Class A Voting Common Stock held of record by such holder as of the record date for such meeting.

ARTICLE V

Section 5.1 All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation in a shareholder agreement authorized under Section 30-1-732 of the IBCA.

Section 5.2 The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as the initial director until the first annual meeting of shareholders or until his successors are elected and qualified is:

Name

Address

DWAIN H. STUFFLEBEAM

195 South Broadway
Blackfoot, Idaho 83221

Section 5.3 Except with respect to the initial Board of Directors, the number of directors constituting the Board of Directors shall be determined in the manner specified in the Bylaws. In the absence of such a provision in the Bylaws, the Board shall consist of the number of directors constituting the initial Board of Directors.

ARTICLE VI

No shareholder of this Corporation shall have any preemptive rights with respect to (i) any shares of stock of the Corporation, whether now or hereafter authorized, (ii) any warrants, rights, or options to purchase any such shares, or (iii) any obligations convertible into any such shares or into warrants, rights or options to purchase any such shares.

ARTICLE VII

The shareholders of the Corporation shall not be entitled to cumulative voting at any election of Directors.

ARTICLE VIII

The Board of Directors and also the shareholders are authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation in the manner specified in the By Laws.

ARTICLE IX

This Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law, and the rights of the stockholders of this Corporation are granted subject to this reservation.

ARTICLE X

The name and address of the Incorporator is:

Name

Address

Dwain H. Stufflebeam

195 South Broadway
Blackfoot, Idaho 83221

ARTICLE XI

To the full extent permitted by the IBCA or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this *Article XI* shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

ARTICLE XII

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the IBCA or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this *Article XII*. No amendment to or repeal of this *Article XII* shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

* * *

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate this 21st day of November, 2003.



DWAINE H. STUFFLEBEAM, Incorporator

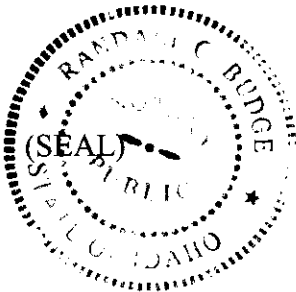
1STATE OF IDAHO)

: ss

County of Bingham)

On this 21st day of November, 2003, before me, the undersigned Notary Public, in and for said State and County, personally appeared DWAIN H. STUFFLEBEAM, known or identified 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 seal the day and year in this Certificate first above written.



Randall C. Budge
NOTARY PUBLIC FOR IDAHO

Residing at: Pocatello, Id.

Commission expires: 10/11/2006