



CERTIFICATE OF INCORPORATION
OF

ATLAS MONETARY INTERNATIONAL TRUST, 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 the above named corporation, 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: July 12, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by *Elizabeth M. Zbala*

ARTICLES OF INCORPORATION JUL 12 3 15 PM '89
OF SECRETARY OF STATE

ATLAS MONETARY INTERNATIONAL TRUST , INC.

KNOW ALL MEN BY THESE PRESENTS: THAT we, the undersigned, being natural persons of full age and citizens of the United States of America in order to form a corporation for the purposes here-inafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemented thereto, do hereby certify as follows:

ARTICLE I

The name of this corporation shall be known as, **ATLAS MONETARY INTERNATIONAL TRUST, INC.**

ARTICLE II

The purposes and objects for which this corporation is formed are:

- (a) To engage in the business of real property development.
- (b) To engage generally in the business of construction, improving, and marketing real property.
- (c) To engage in any business related or unrelated to those described in clause a. and b. hereto as may be from time to time authorized or approved by the Board of Directors of this corporation, and to engage in any activities and do all things as are incidental to or conducive to the attainment of any of the objects and purposes set forth in the paragraph II.
- (d) To be a promoter, member, associate or manager of other businesses, enterprises or ventures and to enter into any lawful arrangements for sharing profits and losses in any transactions, or transaction.
- (e) To promote and organize other corporations, and to the extent and whatever permitted to be an incorporator of other corporations of any type or kind.
- (f) To guarantee the contracts and obligations of customers and others or to indemnify customers and others so long as in the business interests of the corporation as determined by the Board of Directors of the corporation.

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(g) To do Business anywhere in the world with territories and governments and to have other offices and places of business out of the State of Idaho, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and / or convey real property out of the State of Idaho.

(h) To have and exercise all rights and powers now existing-- including the utalization of practices and procedures being adopted in furtherance and and expedition of business and which may hereafter be granted to a corporation by the laws of the State of Idaho.

(i) To make donations for public welfare or the charitable, scientific, or educational purposes.

(j) To engage in rental, loan and leasing of all types of personal property without limitation, and to acquire, hold and own any and all licenses, permits and franchises necessary or in connection with such business.

(k) To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, trade, and deal in and with all kinds of personal property, goods, wares, and merchandise of every kind, nature and description.

(l) To buy, sell, lease, let, mortgage, exchange or other-wise acquire or dispose of lands, lots, houses, buildings, and other real personal property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights there-in, to the same extent as natural persons might or could do, and without limit as to amount.

(m) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of, any shares of capital stock, script, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other, indebtedness, issued or created by any other, corporation, joint stock

company or association, public or private, or by whatsoever issued, and while the holder or owner thereof, to possess and exercise in respect thereto any and all rights, powers and privileges of ownership, including the right to vote therein.

(n) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, either public or private, or with any territory or government, or any agency thereof.

(o) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory note, and other evidences of indebtedness and for the purpose of securing any of its obligations or convey, transfer, assign, deliver, mortgage and pledge all or part of the property or assets, real or personal, and any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law.

(p) To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law, including non-profit corporations and foundations.

(q) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or here-after may be authorized by law, and this to the same extent and so fully as natural persons might or could do, as principals, agents contractors, trustees, or otherwise, and either alone or in connection with any person, firm association or corporation.

(r) The foregoing clauses are to be construed both as objects and powers and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner this general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any powers or to do any

act which a corporation formed under the act hereinbefore referred to, or any amendment thereof or supplemental thereto, or substituted therefore, may not at any time lawfully carry on or do. It is the intention that the purposes, object and powers specified in each of the subparagraphs (a) through (1), inclusive of Article II of these Articles of Incorporation, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference thereto, or inference from the term of any other subparagraph, clause or paragraph of these Articles of Incorporation.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of the registered agent office of this corporation shall be 1200 Chamberlin, Boise, Ada County, Idaho or such other place as may be determined by the Board of Directors.

Registered Agent
Breta G. Field

ARTICLE V

The amount of the capital stock of this corporation shall be, and is, One Hundred Thousand (\$100,000) shares of common stock of no par value per share. Said stock shall be non-accessable.

ARTICLE VI

The name of the incorporator is:

Breta G. Field
1200 Chamberlin Street
Boise, Idaho 83706

ARTICLE VII

Section 1. The private property of the owners of stock of this corporation shall not be subject to the payment of corporate debts and shall not be subject to assignment for the purpose of paying debts of the

Section 2. Voting Power. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of common stock, who shall be entitled one vote for each share of common stock held by them of record. Such stock may be voted in any manner authorized by law.

Section 3. Dividends. The holders of the capital stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unreserved earned surplus of the corporation as permitted by the law, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

Section 4. It is understood and agreed that the capital stock of this corporation shall not be sold by the said stockholders except as provided in the Pre-Incorporation Agreement, during the lifetime of the said stockholder, by gift or transfer, without obtaining the written consent of the other stockholders, or first offering the said stock to the other stockholders at the then book value of the said stock or a higher amount payable therefore by another purchaser.

ARTICLE VIII

Section 1. The initial Board of Directors shall consist of three (3) members. - as follows:

Breta G. Field - 1200 Chamberlin Street
Boise, Idaho 83706

William Borrelli- 448 N. 66th Street
Philidelphia, Penn 19151

Glen R. Simpson- 91 East 2000 South
Orem, Utah 84058

Section 2. Increase of directors. Such Board of Directors may be increased to not more than five (5) from time to time by unanimous vote of

the stockholders, but no decrease shall have the effect of shortening the term of any incumbent director and such director shall, when duly elected and qualified. All officers and directors of the corporation, unless unanimously agreed upon otherwise by the stockholders, shall be stockholders in the corporation.

ARTICLE IX

Section 1. Meetings of Stockholders. Meetings of the stockholders of the corporation may be held at such places, either within or without the State of Idaho, as may be provided in the By-Laws and agreed to by all such stockholders; otherwise all meetings shall be held at the registered office of the corporation.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. By-Laws. The initial By-Laws of the corporation shall be adopted by its Board of Directors or by the stockholders in meeting assembled for such purpose. The power to alter, amend or repeal the said By-Laws or adopt new By-Laws shall be reserved to the stockholders, except as may be authorized in stockholders' meetings for the Board of Directors to exercise such power. The affirmative vote of not less than the holders of two-thirds in number of the total number of shares issued and outstanding shall be necessary to exercise such power as pertaining to the stockholders, but unanimous vote of all the directors shall be necessary for the exercise of such power.

ARTICLE X

These Articles of Incorporation may be amended, altered, modified, repealed, or added to, at any special or general meeting of the stockholders in any manner now or hereafter provided by law.

IN WITNESS WHEREOF, We have hereunto set our hands this

12th day of July 1989

Breta G. Field

STATE OF IDAHO)

SS.

County of Ada)

On this 12th day of July, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared Breta G. Field, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

Deanna K. Humbird

Notary Public for State of Idaho
Residing at Boise, Idaho

Exp 12-8-93