

**FILED EFFECTIVE**

The undersigned natural person of the age of eighteen (18) years or older, acting  
As incorporator of A3 Appraisal, Inc., under the Idaho Business Corporation Act,  
Title 30, Chapter 1, of the Idaho Code, hereby adopts the following articles of  
incorporation:

2004 JUL 23 AM 8:00

CLERK OF STATE  
IDAHO

**Article I: Name**

The name of this Corporation is "A3 Appraisal, Inc."

**Article II: Duration**

This Corporation shall have perpetual existence.

**Article III: Purpose**

The purpose of the Corporation is to engage in any lawful act or activity for  
which corporations may be organized under the Idaho Business Corporation Act.

**Article IV: Capitalization**

This Corporation shall have authority to issue an aggregate of five thousand (5,000)  
shares of stock. This Corporation shall have one (1) class of stock. The class, aggregate number  
and par value per share of the shares which the Corporation is authorized to issue are as follows:

Class	Number	Par Value / Share
Common	5,000	No Par Value

Each share of Common Stock will have one vote with equal rights to  
distributions and equal rights to the net assets of the corporation upon liquidation.

**Article V: Preemptive Rights**

This corporation elects to have preemptive rights.

**Article VI: Cumulative Voting**

In all elections for Directors, shareholders shall not be permitted to cumulate their votes.  
Shareholders shall be limited to one vote for each share of stock registered in the shareholder's  
name on the books of the Corporation.

IDAHO SECRETARY OF STATE  
07/23/2004 05:00  
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## **Article VII: Initial Registered Agent and Office**

The name of the initial registered agent of this Corporation, and the address of the Corporation's initial registered office, are as follows:

Caleb B. Johnson	4881 W. Holmes Street
	Boise, ID 83706

## **Article VIII: Directors**

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be one

(1). All directors must be stockholders of the Corporation.

The initial board of directors of the Corporation shall consist of one (1) director. The names and address of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified are as follows:

Caleb B. Johnson	4881 W. Holmes Street
	Boise, ID 83706

## **Article X: Elimination of Personal Liability of Directors**

The directors of this corporation are not liable to the corporation or to its shareholders for money damages for any action taken, or failure to take any action, as a director, except liability for:

- (1) The amount of a financial benefit received by a director to which he is not entitled;
- (2) An intentional infliction of harm on the corporation or the shareholders;
- (3) A violation of Idaho Code 30-1-833; or
- (4) An intentional violation of criminal law.

### **Article XI: Indemnification of Directors and Officers**

The Corporation shall indemnify and hold harmless each director for liability, as defined in Idaho Code section 30-1-850(5), to any person for any action taken, or any failure to take any action as a director, except liability for:

- (1) Receipt of a financial benefit to which he or she is not entitled;
- (2) An intentional infliction of harm on the corporation or shareholders;
- (3) A violation of Idaho Code 30-1-833; or
- (4) An intentional violation of criminal law.

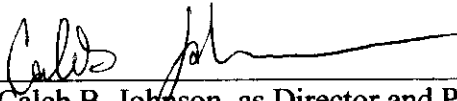
### **Article XII: Limited Liability for Shareholders**

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

### **Article XIII: Amendment, Alteration and/or Repeal of Bylaws**

The Board of Directors is expressly authorized to alter, amend, or repeal the Bylaws of the Corporation, and/or to adopt new Bylaws, subject to repeal and/or change by a majority vote of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this \_\_\_\_ day of July, 2004.

  
\_\_\_\_\_  
Caleb B. Johnson, as Director and President,  
A3 Appraisal, Inc.,  
Incorporation