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STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
WARDLEY JAG REALTORS, INC.

I, THE UNDERSIGNED natural person of the age of 18 years or more and a resident of the State of Idaho, acting as incorporators under the Idaho Business Corporation Act, I.C. §30-1-101 et. seq. (hereinafter the "act") hereby adopt and proclaim the following Articles of Incorporation:

ARTICLE I  
Name

The name of the corporation shall be **WARDLEY JAG REALTORS, INC.** (hereinafter "the Corporation").

## ARTICLE II

### Duration

The term for which the Corporation shall exist is perpetual.

**ARTICLE III**  
**Purpose**

The purpose of the organization is to engage in lawful business, including but not limited to real estate.

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broker services, mortgage broker services, rental management services and all activities associated therewith. Further, the Corporation shall be empowered to engage in all activities of any legal nature whatsoever which are reserved to corporations in the Idaho Business Corporation Act.

#### ARTICLE IV Stock

The aggregate number of shares which the Corporation shall have authority to issue is 10,000 shares of common stock having no par value. All stock of the Corporation shall be of the same class, common, and shall have the same rights and preferences. Fully paid stock of the Corporation shall not be liable to any further call or assessment.

In the initial issue of stock in the Corporation, ten percent (10%) of all shares, or one thousand (1000) shares of common stock, shall be issued to the incorporator, Janette Gailey, for and in consideration of labor and services actually performed to date for the benefit of the Corporation.

**ARTICLE V**  
Pre-emptive Rights

The Shareholders shall have pre-emptive rights to acquire unissued shares of the Corporation in the manner and subject to the limitations prescribed by these Articles, and not otherwise. Before the Board of Directors shall issue any unissued shares of the stock of the Corporation, it shall notify each Shareholder of the proposed issuance and of the terms and conditions under which shares are proposed to be issued. For a period of thirty (30) days after the giving of such notice, any Shareholder shall have the right, on the same terms and conditions as are stated in the notice, to acquire such portion of the shares proposed to be issued as the shares held by such Shareholder bear to the total shares issued and outstanding at the time such notice is given. Such right shall be exercised by giving notice of such election to the Corporation at its registered office. If any Shareholder does not give notice of his or her election to acquire such shares within such thirty (30) day period, the shares may be issued to others, but only on terms and conditions no more favorable than the terms and conditions stated in the notice to the Shareholders. The

Shareholders shall have pre-emptive rights to acquire treasury shares, shares issued in payment for property, tangible or intangible and real or personal, or shares issued in performing an incentive option granted to officers or employees of the Corporation or officers or employees of any subsidiary corporation.

**ARTICLE VI**  
**Amendment**

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on such amendment.

**ARTICLE VII**  
**Shareholders' Rights**

The authorized and treasury stock of the Corporation may be issued at such time and upon such terms and conditions and for such consideration as the Board of Directors shall determine.

**ARTICLE VIII**  
**Commencing Business**

The Corporation shall not commence business until consideration of the value of at least One Thousand Dollars

(\$1,000.00) in cash, services or property has been received by the Corporation for the issuance of shares.

**ARTICLE IX**  
**Registered Office and Agent**

The initial registered office of the Corporation in the State of Idaho is to be located at 1011 Washington Street, Suite 101, Montpelier, Idaho 83254. The initial registered agent in charge thereof is Janette Gailey.

**ARTICLE X**  
**Incorporators**

The names and addresses of the original incorporator is:

Jeanette Gailey  
551 Old Mill Road  
Ovid, Idaho 83254

**ARTICLE XI ~~of~~**  
**Shareholders**

The names and addresses of all original shareholder is as follows:

Janette Gailey  
551 Old Mill Road  
Ovid, Idaho 83254

**ARTICLE XII**  
**Directors**

The number of directors constituting the initial board of directors is one (1). The number may be increased to not more than three (3). The name and address of the person who is to serve as director and qualify is as follows:

Janette Gailey  
551 Old Mill Road  
Ovid, Idaho 83254

**ARTICLE XIII**  
**Officers**

The names and addresses of the original officers are as follows:

Janette Gailey  
President

551 Old Mill Road  
Ovid, Idaho 83254

Trevor Rice  
Secretary-Treasurer

265 Main Street, P.O. Box 307  
Georgetown, Idaho

IN WITNESS WHEREOF I, the Incorporator, execute these Articles of Incorporation in triplicate this 24 day of December, 1998, and accept appointment as registered agent.

Janet S. Gailey

STATE OF IDAHO )  
: SS.  
COUNTY OF BEAR LAKE )

ON THE 29 day of December, 1998, personally appeared before me, the undersigned notary, Janette Gailey, the signer of the foregoing Articles of Incorporation, who, being first duly sworn upon oath, acknowledged to me that she signed the same voluntarily and for its stated purpose.

Steven A. Wuthrich

NOTARY PUBLIC  
Residing at Bear Lake County

My Commission Expires:

10/22/2002

