

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

VALLI VISTA, INC.

was filed in the office of the Secretary of State on the **Fifteenth** day
of **October** A.D. One Thousand Nine Hundred **Sixty-five** and
~~will be~~ **microfilm**

duly recorded on Film No. of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at

Pocatello

in the County of

Bannock.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **15th** day of **October**,
A.D., 19**65**.

Secretary of State.

ARTICLES OF INCORPORATION OF

VALLI VISTA, INC.

We, the undersigned, all being ^{full-age,} natural persons and citizens of the United States, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under and by virtue of the laws of the state of Idaho, and for that purpose to adopt the following articles of incorporation:

I. NAME

The name of this corporation shall be:

VALLI VISTA, INC.

II. PURPOSES

The purposes of this corporation shall be the purchase and ownership of property real and personal, and to engage in any commercial, industrial, agricultural or other enterprises calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho, and to generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform, and, in addition to or among these being:

To acquire, by purchase or otherwise, own and possess lands and premises, with buildings and improvements thereon erected situate, lying and being in the County of Blaine, State of Idaho, to lease and rent rooms and apartments or parts and parcels of real estate, to lease to and let to tenants and to operate buildings for apartments, hotels, offices and dwelling purposes and maintain and engage in the business of public structures of all kinds for the accomodation of the public and individuals, To keep, manage, conduct and operate hotels and apartment-houses, dwelling houses, restaurants, lunch rooms and accomodations for the public and for individuals.

To purchase or in any wise acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and

any other real property of any kind or tenure or any interest therein, and railroad depots, tracks, ways, and other terminal properties or facilities, and any property works or undertakings connected with the use or development of any property of the company within any state or territory of the United States; and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the company; and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the company.

To manage, improve, develop, and turn to account any land or contracts for purchase or sale of lands acquired by the company, or in which the company is interested, and, in particular, laying out town sites, establishing towns, and improving the same by laying out and preparing the same for building purposes, constructing, altering, and improving buildings thereon, and by planting, paving, draining, irrigating, cultivating, letting on building lease or building agreement, and by advancing money to, making subscriptions for, and entering into contracts and arrangements of all kinds with buildings, tenants, and others.

To Acquire by lease, purchase, contract, concession, or otherwise, and to own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of either within or without the State of Idaho, and in any country domestic or foreign, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests and properties of every description and nature whatsoever which the corporation may deem wise and proper in connection with the conduct of any business or businesses herein enumerated.

To acquire all or any part of the good will, rights, property and business of any person, firm, association, or corporation, heretofore or hereafter engaged

in any business similar to the business of this corporation or otherwise, and to pay for it in cash or in stock or obligations of the corporation or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation, and to conduct in any lawful manner in the State of Idaho and/or in any other state, territory, locality, or country, the whole or any part of the business thus acquired, provided such business is not prohibited by the laws of the State of Idaho.

To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.

From time to time to apply for, purchase, or acquire by assignment, transfer, or otherwise, and to exercise, carry out and enjoy any license, franchise, concession, right or privilege which any government or any corporation or other public body may be empowered to enact, make, or grant, and to pay for, aid in, and contribute toward carrying it into effect.

To make and enter into all manner and kinds of contracts, agreements, and obligations by or with any person or persons, corporation or corporations, for the bailment, leasing, purchasing, acquiring, holding, manufacturing, and selling, or otherwise dealing in, either as principal or agent upon commission or otherwise, any and all kinds of goods, articles, or real or personal property whatsoever and to provide for acquiring and transferring, condominiums and condominium interest in real estate and hypothecation thereof; and to manage and administer condominium

projects or own and acquire stock in a corporation authorized and designated to serve and administer condominium projects, and generally with full power to perform any and all acts connected therewith or arising therefrom, or incidental thereto, and any and all acts proper or necessary for the purpose of the business.

And to do all and everything necessary, suitable, and proper, for the accomplishment of any purposes or the attainment of any of the objects of the furtherance of any of the powers hereinbefore set forth, either alone or in association with another corporation or corporations, firm or individuals, and to do every other act or acts, thing or things incidental or appertenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

III. DURATION

The duration of this corporation shall be perpetual.

IV. PRINCIPAL PLACE OF BUSINESS

The location and post office address of the registered offices of this corporation shall be 307 Spaulding Building, Pocatello, Idaho and said principal place of business being in Bannock County, Idaho.

V. CAPITAL STOCK

The capitalization of this corporation shall be \$50,000.00, the total number of authorized shares is five thousand (5,000) shares and the par value of each share is ten dollars (\$10.00) and all shares shall be of the same class and value and have the same voting and other rights. All the stock issued shall be fully paid and non assessable.

VI. INCORPORATORS

The names, post office addresses and number of shares subscribed to each of the corporations are as follows:

Melvin Morgan	142 S. 15th, Pocatello, Idaho	one share
A.R. Spaulding	140 S. 18th, Pocatello, Idaho	one share
L. Charles Johnson	123 S. 17th, Pocatello, Idaho	one share

VII. AMENDMENT OF ARTICLES

The articles of incorporation may be amended in any respect conformable to the laws of the State of Idaho by a vote representing the majority of the outstanding capital stock of the corporation.

IN WITNESS WHEREOF, we, the said incorporators have hereunto set our hands and seals this 14th day of October, 1965.

Melvin Morgan (SEAL)
A.R. Spaulding (SEAL)
L. Charles Johnson (SEAL)

STATE OF IDAHO)
) ss.
County of Bannock)

On the 14th day of October, 1965, before me, the undersigned, notary public in and for said state, personally appeared Melvin Morgan, A.R. Spaulding, and L. Charles Johnson, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged to me they executed the same.

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

Charles A. Caldwell
Notary Public in and for Idaho
Residence: Pocatello, Idaho

(SEAL)