

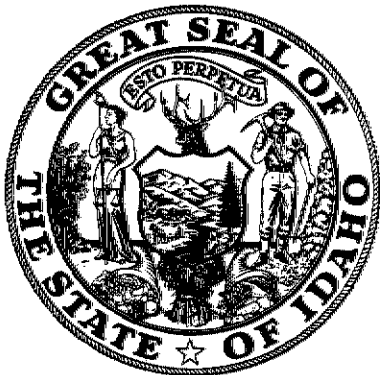
**CERTIFICATE OF INCORPORATION
OF**

ASPEN MANOR DEVELOPMENT CORPORATION

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: *May 26, 1987*



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

MAY 26 9 41 AM '87

OF

ASPEN MANOR DEVELOPMENT CORPORATION

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

FIRST

The name of the Corporation is ASPEN MANOR DEVELOPMENT CORPORATION.

SECOND

The purposes and objects for which the Corporation is formed are:

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

(b) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and whereosever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount;

(c) 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, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(d) 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;

(e) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at 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;

(f) To acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided, however, that this Corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this Corporation and provided further, that the shares of its own capital stock belonging to this Corporation shall not be voted directly or indirectly;

(g) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all of the powers that are necessary or convenient in and about the conduct, management and carrying on of such business;

(h) To organize, promote, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(i) 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 hereafter may be authorized by law, and this to the same extent and as 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; and

(j) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon general business corporations or under any Act amendatory thereof or supplemental thereto or substituted therefor.

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 the 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 power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (j), inclusive, of Article Second of these Articles of Incorporation, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

THIRD

The Corporation is to have perpetual existence.

FOURTH

The location of the registered office of the Corporation is in care of Stanley D. Crow, Attorney at Law, 200 North Fourth Street, Suite 200, Boise, Idaho. The post office address of the Corporation is Post Office Box 972, Boise, Idaho 83701-0972. The name of the registered agent at that address is Stanley D. Crow.

FIFTH

The amount of the capital stock of this Corporation shall be and is \$6,000.00, divided into 6,000 shares of Common Stock of the par value of \$1.00 each. The transfer of shares of stock of the Corporation may be restricted in the manner and to the extent provided in the By-Laws.

SIXTH

The names and post office addresses of the incorporators, and the number of shares subscribed for by each, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Robert C. Emmons	1804 Fairmont Drive Weiser, Idaho 83677	2,000
Ross W. Cutler	257 N.W. 16th Street Ontario, Oregon 97914	2,000
Michael K. Blackaby	Post Office Box 280 Ontario, Oregon 97914	2,000

SEVENTH

The names and post office addresses of the initial Directors to serve until the first election of directors are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Robert C. Emmons	1804 Fairmont Drive Weiser, Idaho 83677
Ross W. Cutler	257 N.W. 16th Street Ontario, Oregon 97914
Michael K. Blackaby	Post Office Box 280 Ontario, Oregon 97914

EIGHTH

The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

NINTH

The number of Directors of the Corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the number of Directors of the Corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. A person may be a Director of the Corporation without owning any stock of the Corporation.

TENTH

Stockholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, or to obligations of the Corporation convertible into stock. Any stock or obligations issued by the Corporation shall first be offered to the stockholders of the Corporation. It is provided, however, that the provisions of this Article Tenth shall not apply to any shares of stock of the Corporation, any obligations convertible into stock of the Corporation, or obligations of the Corporation convertible into stock, where the Board of Directors of the

Corporation allots such shares or obligations for issuance for considerations other than cash.

ELEVENTH

A voluntary sale, lease or exchange of all of the property and assets of the Corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and as it may deem to be for the best interests of the Corporation, without the approval of the stockholder, except as may otherwise be provided by Idaho Law.

TWELFTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the Corporation and to adopt new By-Laws, and the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands this 26th day of May, 1987.


Robert C. Emmons


Michael K. Blackaby


Ross W. Cutler

STATE OF IDAHO)
 : ss.
County of Ada)

On this 26th day of May, 1987, before me, the undersigned, a Notary Public for said State, personally appeared ROBERT C. EMMONS, ROSS W. CUTLER, and MICHAEL K. BLACKABY, known to me to be the persons whose names are subscribed to the within instrument,

and acknowledged to me that they executed the same and that they are persons over the age of eighteen years and citizens of the United States of America.

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

Stanley A. Crow

Notary Public for Idaho

Residing at Boise

My commission expires 1/22/88