



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

CLARENDON DEVELOPMENT CORPORATION

was filed in the office of the Secretary of State on **September 22nd**, 19 **78**

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 **Sun Valley, Idaho** in the county of **Blaine**

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 **22nd** day of **September**, A.D., 19 **78**.

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

KENNEDY, DU PONT & CRABTREE

ATTORNEYS AND COUNSELORS AT LAW

GIACOBBI SQUARE ANNEX

POST OFFICE BOX 437-A

KETCHUM, IDAHO 83340

TELEPHONE (208) 726-8255

JAMES L. KENNEDY, JR.
CHARLES E. DU PONT, JR.
J. STEPHEN CRABTREE

September 11, 1978

Ms. Megan Zapp
Secretary of State Office
Room 203, Statehouse
Boise, Idaho 83720

Re: Incorporation of Clarendon
Development Corporation

Dear Ms. Zapp:

On behalf of Clarendon Hot Springs Ranch, Inc.
and Clarendon Estates, Inc., both of which are existing
Idaho corporations, I hereby waive any and all objection to
use of the name "Clarendon Development Corporation" by a
third corporation to be incorporated under the laws of the
State of Idaho.

It is therefore requested that the office of the
Secretary of State proceed with the filing of the Articles
of Incorporation of Clarendon Development Corporation. Thank
you for your cooperation and assistance.

Very truly yours,

CLARENDON HOT SPRINGS RANCH, INC.

By: 

Patrick D. Ryan

CLARENDON ESTATES, INC.


Ross D. Little

By: 

Patrick D. Ryan

ARTICLES OF INCORPORATION
OF
CLARENDON DEVELOPMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, Richard B. Meyer, J. Stephen Crabtree, and James L. Kennedy, Jr., each and all of whom are citizens of the United states and natural persons of full age, have this day voluntarily associated ourselves together for the purpose of forming a corporation for profit under the laws of the State of Idaho, and we do hereby certify and state:

I.

That the name of the corporation is and shall be CLARENDON DEVELOPMENT CORPORATION.

II.

That subject to dissolution in the manner provided by law, the life of this corporation shall be perpetual.

III.

That the purposes for which this corporation is formed are as follows:

A. To own, develop, subdivide, manage, administer, and operate a residential development, including any and all related properties and/or activities, located in Blaine County, Idaho.

B. To take, lease, purchase, or otherwise acquire and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein.

C. To equip, control, maintain, manage, rent, lease, operate, and control any and all kinds of buildings, houses, hotels, shopping centers, apartments, condominiums, or any other buildings and structures.

D. To act as a partner or joint venturer in any transaction.

E. To purchase or otherwise acquire, hold, sell, assign, endorse, transfer, mortgage, pledge, hypothecate, or otherwise dispose of and to deal generally in notes, bonds, contracts, stocks, warrants, bills, open accounts, and other evidences of indebtedness of individuals, firms, partnerships and corporations, municipal, public and private, except as limited by law; to loan its funds, with or without security, on notes, open accounts or otherwise.

F. To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including but not limited to shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part

in cash or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts, or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stocks so owned.

G. To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, district, state and government.

H. To institute, enter into, carry on, assist promote or participate in financial, commercial, mercantile, industrial and other businesses, works, enterprises, undertakings and operations.

I. To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by, any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

J. To apply for, secure, acquire by assignment, transfer, purchase, or otherwise, and to exercise, carry out

and enjoy, any charter, license, power, authority, franchise, concession, rights or privileges, which any government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in and contribute toward carrying the same into effect, and to appropriate any of the corporation's shares of stock, bonds and assets to defray the necessary costs, charges and expenses thereof.

K. To acquire, and pay for in cash, stocks or bonds of this corporation or otherwise, the good-will, rights, assets and property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

L. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferrable instruments.

M. In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferrable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

N. To carry on any other business which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or

indirectly to enhance the value of or render profitable any of the corporation's property or rights.

O. To perform any part of its business outside the State of Idaho, in the other states, in the District of Columbia, territories or possessions, or dependencies of the United States, or any foreign country.

P. To do each and every thing necessary, suitable, useful or advisable for the accomplishment of any one or more of said objects, or which shall, at any time, appear to be conducive to or expedient for the benefit of said corporation in connection therewith.

Q. To do each and all things set forth herein to the same extent and as fully as natural persons might do or could do in the State of Idaho, and in any other state, country or place.

R. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

S. To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount, to purchase, or otherwise acquire, to hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, dependencies,

possessions or colonies of the United States.

T. The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

U. In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations.

IV.

That the location and post office address of the registered office of the corporation shall be Post Office Box 449, Sun Valley, Idaho, 83353; the name of the registered agent of the corporation at said address shall be Mr. Richard B. Meyer.

V.

The total authorized stock of this corporation shall be divided into 1,000 shares, all of which shall be without par value. The Board of Directors may, from time to time, fix the consideration for which shares without par value shall be issued and sold. Said stock shall be nonassessable. The names and post office addresses of each of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Richard B. Meyer	P. O. Box 449 Sun Valley, Idaho, 83353
Mr. J. Stephen Crabtree	P. O. Box 437-A Ketchum, Idaho, 83340

<u>Name</u>	<u>Address</u>
James L. Kennedy, Jr.	P. O. Box 437-A Ketchum, Idaho 83340

VI.

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services, or any other right or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash, and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock. Each issued and fully paid share of stock shall be nonassessable.

VII.

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors, and as may be permitted by law.

VIII.

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

IX.

Whenever the corporation shall have in effect a valid election, neither terminated nor revoked, to be taxed pursuant to Subchapter S of the Internal Revenue Code of 1954, or any amendment thereof, no attempted transfer or hypothecation,

voluntary or involuntary (including any caused by the death of a stockholder), of any stock of the corporation shall be effective unless and until the proposed transferee shall have timely executed and delivered any consent or other documents required to maintain in full force and effect such election.

X.

The corporation shall have the power to adopt a plan for the issuance of stock in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1954, or any amendment thereof.

XI.

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such

director or officer of such other corporation and not so interested.

XII.

In case a stockholder desires to sell his share or shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention hereof to give them a preference for the purchase of the same. Any attempted sale in violation of this provision shall be null and void. The stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless the terms are accepted by any or all of the other stockholders within thirty (30) days thereof, they shall be deemed to have waived their preference of purchasing, and the selling stockholder shall be at liberty to sell to anyone else upon the same terms as were offered to the other stockholders.

XIII.

THE FOLLOWING ARE THE INCORPORATORS
AND The business of the corporation shall be managed by a Board of Directors composed of at least three (3) individuals. The number of Directors is three. The names and addresses of the persons who are appointed to act as initial Directors until the first election of Directors are as follows:

<u>Name</u>	<u>Address</u>
Richard B. Meyer	P. O. Box 449 Sun Valley, Idaho, 83353
J. Stephen Crabtree	P. O. Box 437-A Ketchum, Idaho, 83340

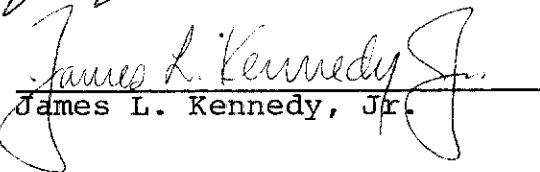
James L. Kennedy, Jr.

P. O. Box 437-A
Ketchum, Idaho, 83340

IN WITNESS WHEREOF, the parties hereto have hereunto
set their hands this 21st day of September, 1978.


Richard B. Meyer


J. Stephen Crabtree

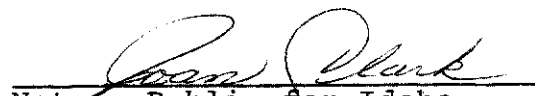

James L. Kennedy, Jr.

STATE OF IDAHO
County of Blaine

)
) ss.
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On this 21st day of September, 1978, before me, the
undersigned, a Notary Public for Idaho, personally appeared
Richard B. Meyer, J. Stephen Crabtree and James L. Kennedy, Jr.,
known to me to be the persons whose names are subscribed to the
foregoing instrument and acknowledged to me that they executed
the same.

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


Notary Public for Idaho
Residing at Ketchum