



CERTIFICATE OF INCORPORATION  
OF

WARM SPRINGS VENTURE, INC.

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: November 7, 1986



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*Shirley J. Clark*

ARTICLES OF INCORPORATION

OF

WARM SPRINGS VENTURE, INC.

Nov 7 2 36 PM '86

SECRETARY OF STATE

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is Warm Springs Venture, Inc.

SECOND

The period of its duration is perpetual.

THIRD

The purpose or purposes for which the corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have the authority to issue is 5,000,000 at a par value of \$.01 per share, of which 3,750,000 shares shall be known as Class A common stock, and 1,250,000 shares shall be known as Class B common stock. The Class B common stock shall be distinguished from Class A common stock in that the holders of Class B stock shall be entitled to receive from the net profits of the corporation, prior to any distribution thereof to the holders of Class A common stock, an amount equal to the holder's cash contribution to the capital of Warm Springs Venture, a Limited Partnership, plus interest thereon at the rate of two percent (2%) over prime from the date of payment of such contribution to the partnership, notwithstanding that the partnership has been dissolved by mutual agreement of the partners thereof. Upon payment to the holders of Class B stock as herein provided, their shares shall be converted to Class A stock. In all other respects both classes of stock shall have the same rights, privileges and powers.

FIFTH

There are no provisions denying preemptive rights.

#### SIXTH

There are no provisions for the regulation of the internal affairs of the corporation.

#### SEVENTH

The address of the initial registered office of the corporation is 2244 Warm Springs Avenue, Boise, Idaho 83712. The name of its initial registered agent who may be found at that address is Garn G. Christensen.

#### EIGHTH

The number of directors constituting the initial Board of Directors of the corporation is 5 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:


<u>Name</u>	<u>Address</u>
Garn G. Christensen	2179 Coloma Way Boise, Idaho 83712
Robert L. Marsh	1853 E. Boise Ave. Boise, Idaho 83706
LeRoy M. Headlee	1321 Warm Springs Ave. Boise, Idaho 83702
Joanne V. Uberuaga	7295 Cascade Drive Boise, Idaho
Suzanne Lewis	1923 N. 17th Street Boise, Idaho 83702

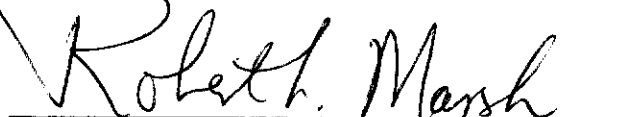
#### NINTH

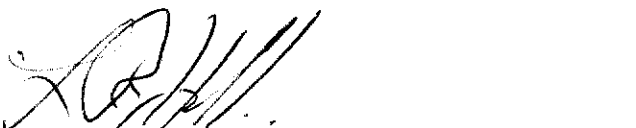
The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Garn G. Christensen	2179 Coloma Way Boise, Idaho 83712
Robert L. Marsh	1853 E. Boise Ave. Boise, Idaho 83706
LeRoy M. Headlee	1321 Warm Springs Ave. Boise, Idaho 83702

DATED this 28<sup>th</sup> day of Oct, 1986

  
Gary G. Christensen

  
Robert L. Marsh

  
LeRoy M. Headlee