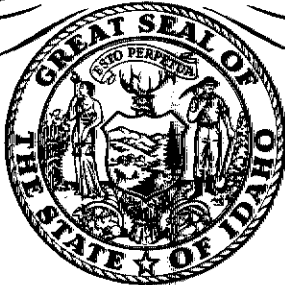


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

~~XXXXXXXXXXXXXXXXXXXX~~

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

TALACHE DEVELOPMENT CORPORATION

was filed in the office of the Secretary of State on the Twenty-second day
of August A.D. One Thousand Nine Hundred Sixty-six 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
Sandpoint, from the date hereof, with its registered office in this State located at
in the County of Bonner.

~~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 August,
A.D., 1966.

Secretary of State.

ARTICLES OF INCORPORATION
OF
TALACHE DEVELOPMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are full age citizens of the United States of America and residents of the State of Idaho, being desirous of forming a corporation under and pursuant to the laws of the State of Idaho, do hereby enter into and adopt the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be TALACHE DEVELOPMENT CORPORATION.

ARTICLE II.

The names and post office addresses of each of the incorporators are as follows:

Name:

C. J. Rutland

Reathe K. Rutland

Louis E. Gabel

Vern Dee Gabel

Address:

Star Route, Sandpoint, Idaho;

Star Route, Sandpoint, Idaho;

Star Route, Sandpoint, Idaho;

Star Route, Sandpoint, Idaho.

ARTICLE III.

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE IV.

The purposes for which this corporation are formed are as follows:

(a) To generally engage in the business of purchasing, developing and selling real estate; the construction and operation of resort facilities, and allied businesses.

(b) To own, hold, buy and sell stock in other corporations, associations and partnerships.

(c) To purchase, subscribe for or otherwise acquire and to own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description, including 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 exchange therefor of stocks, bonds or other evidences of indebtedness, or securities of this or any other corporation, and while owning or holding any such real or personal property, stocks, bonds, debentures, notes, evidences or indebtedness or other securities, contracts or obligations to receive, collect and dispose of the interest, dividends and income arising from such property, and to exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned.

(d) To aid, either by loans or by guaranty of securities, or in any other manner, any corporation, domestic or foreign, any shares of stock, bonds, debentures, evidences of indebtedness or other securities whereof as held by this corporation or in which it shall have any interest and to do any acts designed to protect, preserve, improve or enhance the value of the property at any time held or controlled by this corporation or in which it may be interested.

(e) To enter into, make, perform and carry out contracts of any kind for any lawful purpose of any persons, firms, associations or corporations.

ARTICLE V.

The principal place of business of this corporation and its principal offices shall be Sandpoint, Idaho.

The board of directors may from time to time establish and maintain within or without the State of Idaho such other place of business and such other offices as may be useful or convenient in transacting the business affairs of the corporation.

ARTICLE VI.

The total authorized number of shares of the corporation shall consist of Five Thousand (5,000) shares of common stock, having a par value of One Hundred Dollars (\$100.00) per share, for a total amount of stock of Five Hundred Thousand Dollars (\$500,000.00). The owner of a share of stock shall be entitled to one vote at shareholders' meetings for each share owned and every share shall entitle its owner to voting rights equal to every other share of the corporation.

ARTICLE VII.

The number of directors who shall manage the business of the corporation shall be not less than four, who must be shareholders of the corporation.

In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized,

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole board to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease, or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part share of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interest of the corporation.

ARTICLE VIII.

That the names of the subscribers with their addresses,
together with the number of shares subscribed by each are as
follows:

<u>Name and P. O. Address:</u>	<u>No. of Shares:</u>
C. J. Rutland Star Route, Sandpoint, Idaho	1
Reathe K. Rutland Star Route, Sandpoint, Idaho	1
Louis E. Gabel Star Route, Sandpoint, Idaho	1
Vern Dee Gabel Star Route, Sandpoint, Idaho	1.

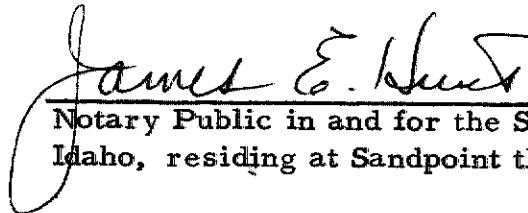
DATED and done this 10th day of August, 1966.

Louis E. Gabel
C. J. Rutland
Vern Dee Gabel
Reathe K. Rutland

STATE OF IDAHO,)
)
County of Bonner,) :ss.

On this 10th day of August, 1966, before me, the under-
signed, a Notary Public in and for said State, personally appeared
C. J. RUTLAND, REATHE K. RUTLAND, LOUIS E. GABEL and
VERN DEE GABEL, known to me to be the persons whose names
are subscribed to the above and foregoing instrument and acknowledged
to me that they executed the same.

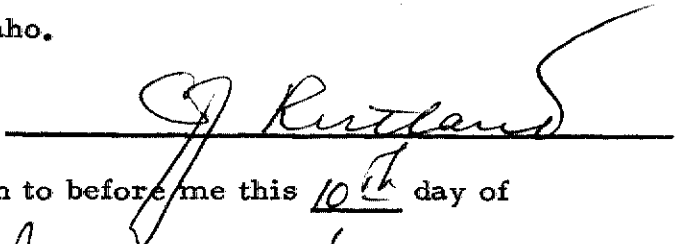
IN WITNESS WHEREOF, I have hereunto set my hand and
seal the day and date last above written.


Notary Public in and for the State of
Idaho, residing at Sandpoint therein.

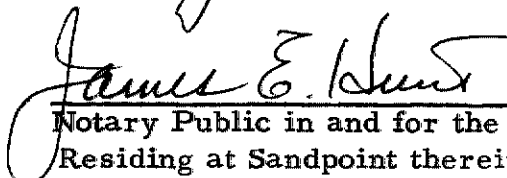
STATE OF IDAHO,)
)
County of Bonner,) :ss.

C. J. RUTLAND being first duly sworn, deposes and on
his oath says:

That he is one of the subscribers to the above and foregoing
Articles of Incorporation, and that all of the subscribers thereto, to-wit:
C. J. RUTLAND, REATHE K. RUTLAND, LOUIS E. GABEL and
VERN DEE GABEL, are full age citizens of the United States of America
and residents of the State of Idaho.


Subscribed and sworn to before me this 10th day of

August, 1966.


Notary Public in and for the State of Idaho,
Residing at Sandpoint therein.