

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

GOLDEN EAGLE DEVELOPMENT COMPANY
File number C 120018

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: June 27, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION
OF
GOLDEN EAGLE DEVELOPMENT COMPANY

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The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
NAME OF THE CORPORATION

The name of the corporation is Golden Eagle Development Company ("Corporation").

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSES OF THE CORPORATION

The Corporation may do any acts and perform any business permitted by the Idaho Business Corporation Act.

ARTICLE IV
SHARES

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	100	No Par

ARTICLE V
PREEMPTIVE RIGHTS

No shareholders of the Corporation shall have preemptive and preferential rights of subscription of any shares of stock of the Corporation, whether now or hereafter authorized, or to any securities convertible into such shares or carry a right to subscribe or acquire shares.

ARTICLE VI VOTING

At each meeting of shareholders, each shareholder of record of stock of the Corporation entitled to vote at the meeting (pursuant to the Bylaws of the Corporation) shall be entitled to one vote for each share of stock registered in the shareholder's name on the books of the Corporation, except as follows: (i) treasury shares shall not be voted at any meeting and shall not be counted in determining the total number of outstanding shares; (ii) in all elections for directors each shareholder shall have a number of votes equal to the number of shares held by the shareholder, multiplied by the number of directors to be elected, with such number of votes being distributed equally or unequally among the candidates, or being cumulatively voted for one candidate.

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 105 Camas Lane, Ketchum, Idaho 83340, and the name of its initial registered agent at such address is Harry S. Rinker.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Harry S. Rinker	105 Camas Lane Ketchum, ID 83340
Diane J. Rinker	949 South Coast Drive, Suite 500 Costa Mesa, CA 92626
Ruth S. Williams	949 South Coast Drive, Suite 500 Costa Mesa, CA 92626

ARTICLE IX LIMITATION OF LIABILITY

No director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Brian L. Ballard	877 West Main Street Suite 1000 Boise, Idaho 83702

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation this 22nd day of June, 1997.


BRIAN L. BALLARD, Incorporator