

State of Idaho



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

BELAIRE ESTATES, INC.,

was filed in the office of the Secretary of State on the 24th day of October A.D., One Thousand Nine Hundred Seventy Five and will be duly recorded on ~~Film-No.~~ microfilm 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 from the date hereof, with its registered office in this State located at Pocatello, Idaho in the County of Bannock .

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 24th day of October , A.D., 1975 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

Garth S. Pincock
Attorney at Law
SPAULDING BUILDING
P. O. 1567 - PHONE 232-7680
POCATELLO, IDAHO 83201

ARTICLES OF INCORPORATION

OF

BELAIRE ESTATES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and being citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporations Act of the State of Idaho, do hereby certify as follows:

I

That the name of the Corporation is:

BELAIRE ESTATES, INC.

II

Section 1: The purposes and objectives of the Corporation are to operate and manage mobile home parks, sell mobile homes and related supporting activities, including but not limited to the following:

A) To buy, receive, use, lease, mortgage, sell or otherwise deal with, in or on behalf of all types of personal and real property.

B) To carry on activities necessary for the promotion of the said business.

C) To purchase, acquire, erect and construct or make improvements upon land, or to buildings for use of this corporation, for rental or for sale.

D) To negotiate for and to enter into all types of contracts with individuals, partnerships, other corporations, or as otherwise necessary and proper to conduct its business.

1 E) To borrow money and to contract debts, when necessary
2 for the transaction of its business, or for the exercise of its
3 corporate rights, privileges, or franchises, or for any other lawful
4 purpose of this corporation.

5 F) To draw, make, accept, endorse, discount, execute,
6 underwrite and issue Promissory Notes, Bills of Exchange, Warranties
7 bonds, debentures and other negotiable or transferrable instruments,
8 or other obligations of the Corporation, payable at specific time
9 or times, or payable on the happening of a specific event or events.

10 G) To acquire, hold, sell or otherwise dispose of shares
11 of stock, debentures, bonds, contracts or obligations, securities
12 and other evidence of indebtedness of this or any other person or
13 corporation, and to sell, discount, pledge, hypothecate and other-
14 wise dispose of any and all such property.

15 H) To carry on any and all types of business and ventures
16 as may be lawful under the laws of the State of Idaho.

17 III

18 The Corporation is to have perpetual existence.

19 IV

20 The location and Post Office address of the registered
21 office of the Corporation is 1325 PARAMOUNT, POCA TELLO, IDAHO, but
22 it may also carry on its business elsewhere in the State of Idaho,
23 or in any other state of the United States, or elsewhere.

24 V

25 The total authorized shares of the stock is FIFTY
26 SHARES of common stock with no par value.

27 VI

28 The total number of shares subscribed to is 50 shares.
29 The names and post office addresses of the incorporators and the
30 number of shares subscribed by each is as follows:

31	NAME	ADDRESS	SHARES
32	BOYD F. HENDERSON	696 West Maple, Pocatello, Idaho	21.5
	RALPH J. HENDERSON	1325 Paramount, Pocatello, Idaho	21.5
	R. JAY HENDERSON	1021 Wilson Ave. Pocatello, Idaho	7.0

The original incorporators shall have the rights of preemption in the purchase of any future issues of additional shares.

VII

The private property of the stockholders of the Corporation shall not be liable for the obligations of the corporation and such stock shall be non-assessable.

VIII

OFFICERS AND DIRECTORS

A) Officers. The Officers of the Corporation shall consist of the President, Vice-President, and Secretary-Treasurer, and such other officers, agents and committees the Board of Directors may designate, who shall perform such duties and have such authority as usually pertains to such officers in similar corporations, and as may be permitted by the Board of Directors from time to time; providing, that the same person may hold both the office of a Director and a position as a corporate officer at the same time.

B) Qualifications of Officers. The qualifications of the officers shall be determined by the Board of Directors, and as set forth in the By-Laws of the Corporation.

C) Directors of the Corporation. The Corporation shall have the number of Directors as the Board of Directors shall from time to time desire, but not less than three (3).

D) Election of Directors. Directors shall be elected by ballot of the common stock at the annual meeting of the stockholders and the persons receiving the highest number of votes shall be declared to be elected. Cumulative voting shall not be permitted. Within fifteen (15) days after an election, the Directors shall meet together and elect the officers.

E) Resignation of Directors. Any Director may resign by filing his written resignation with the Secretary of the Corporation or in the case of the resignation of the Secretary, with the Pres-

1 ident and upon acceptance thereof by the Board of Directors, the
2 resignation shall become effective. In case of the Board of Direc-
3 tors shall neglect to act upon a submitted resignation with fourteen
4 (14) days after its receipt, the resignation shall become effective
5 and the office deemed vacant.

6 F) Removal of Directors. Any Director of the Corporation
7 may be removed at any time in the manner provided by the laws of
8 the State of Idaho for the removal of Directors, or by a vote of the
9 majority of the outstanding common stock of the corporation at any
10 meeting of the common stockholders called for that purpose. A
11 majority of the Directors may adopt by-laws for the corporation and
12 may amend and repeal the same from time to time as the Directors may
13 deem necessary and proper.

14 IN WITNESS WHEREOF, we have hereunto set our hands and
15 seals this 25 day of September, 1975.

17 Boyd F. Henderson
18 BOYD F. HENDERSON

19 Ralph J. Henderson
20 RALPH J. HENDERSON

21 R. Jay Henderson
22 R. JAY HENDERSON

22 STATE OF IDAHO)
23) ss
24 County of Bannock)

25 On this 25 day of September, 1975, before me, the
26 undersigned, personally appeared BOYD F. HENDERSON, RALPH J.
27 HENDERSON, and R. JAY HENDERSON, the above named subscribers, known
28 to me to be the persons whose names are subscribed to the within
29 instrument and acknowledged to me that they executed the same.

30 IN WITNESS WHEREOF, I have hereunto set my hand and
31 seal this 25 day of September, 1975.

32 (seal)

33 Ruth Betton
34 NOTARY PUBLIC FOR IDAHO
35 Residing at Pocatello, Idaho