

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

DALOUJ INC.

File number C 112507

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: October 30, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

A handwritten signature of Pete T. Cenarrusa in black ink, placed below the typed title "SECRETARY OF STATE".

ARTICLES OF INCORPORATION
OF
DALOUJ INC.

Oct 30 2 23 PM '95
SECRETARY
STATE OF IDAHO
TATE

I, the undersigned, a natural person of the age of twenty-one years or more, acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this Corporation is:

DALOUJ INC.

ARTICLE II - SPECIFIC PURPOSE

The specific purpose of this corporation is for the acquisition and management of various income-producing properties including, but not limited to, apartment houses, automobile service stations, storage-rental units, and automobile and truck car washing facilities. The specific purpose is in addition to, and not in derogation of all of the general purposes of the corporation which are hereinafter set forth.

ARTICLE III - REGISTERED OFFICE

The address of this Corporation's initial registered office and the name of its initial registered agent at such address is:

<u>Name of Agent</u>	<u>Address of Registered Office</u>
Danielle Bosworth	2200 East Terry Street Pocatello, Idaho 83201 IDaho SECRETARY OF STATE

10/30/95 9:00:00 AM
Customer # 37629
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CORPORATION PROFIT

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ARTICLE IV - PRINCIPAL PLACE OF BUSINESS

2200 East Terry Street
Pocatello, Idaho 83201

ARTICLE V - DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is TWO (2) and the address of the persons who are to serve as directors until the first annual meeting of the shareholders or until her successor or successors are elected and shall qualify, are:

<u>Name</u>	<u>Address</u>
Danielle Bosworth	2200 East Terry Street Pocatello, Idaho 83201
Michelle Swallow	2200 East Terry Street Pocatello, Idaho 83201

ARTICLE VI - INCORPORATORS

The name and address of each Incorporator is:

<u>Name</u>	<u>Address</u>
Danielle Bosworth	2200 East Terry Street Pocatello, Idaho 83201
Michelle Swallow	2200 East Terry Street Pocatello, Idaho 83201

ARTICLE VII - GENERAL PURPOSES

The nature of the business, and the objects and purposes proposed to be transacted, promoted, and carried on are to do any or all of the things herein mentioned, as fully and to do them to the same extent as natural persons might or could do, and do those things in any part of the world, such as:

- A. To invest in real estate, stocks, bonds, debentures, mortgages, contracts, partnerships, joint ventures, and any other investment which may be approved by the Board of Directors;
- B. To engage in business, related or unrelated, to that described above and from time to time authorized or approved by the Board of Directors of this Corporation;
- C. To act as partner or joint venturer in any other legal capacity in any transaction;
- D. To have and exercise any and all rights and powers from time to time granted to a corporation by the laws of the State of Idaho;
- E. To enter into any partnership, limited or general, as a limited or general partner, or both, and to enter into any joint venture or other arrangement for sharing profits, union of interest, reciprocal concession, or cooperation, with any corporation, association, partnership, entity, person, syndicate, or governmental body, domestic or foreign;
- F. To own, sell and broker all forms of investment;
- G. To do each and everything necessary, suitable, or proper for the accomplishment of anyone or more of the objects herein enumerated, or which shall at any time appear conducive to, or expedient to promote the interest of the Corporation, or to enhance the value of its properties as authorized under the laws of the State of Idaho;
- H. To engage in all lawful businesses anywhere in the world.

The objects and purposes specified herein shall be regarded as independent objects and purposes and shall not be limited or restricted by reference to, or inference from the terms of any other clause of these Articles of Incorporation. Further, these general powers are supplementary to, and not in derogation of, any specific purpose(s) of the Corporation as herein set forth.

ARTICLE VIII - DURATION

The period or duration is perpetual.

ARTICLE IX - STOCK

The aggregate number of share which the Corporation shall have the authority to issue is 1,000 shares of nonassessable voting common stock with no par value per share. Each share of stock shall entitle the holder thereof to one (1) vote on each matter submitted to vote at a meeting of the shareholders. At all elections of Directors of the Corporation, each Director shall be elected by a majority vote of all shares of capital stock voting.

ARTICLE X - INITIAL CAPITALIZATION

The Corporation will not commence business until at least One Thousand Dollars (\$1,000.00) has been received by it as consideration in the form of cash or property for the issuance of shares.

ARTICLE XI - PREEMPTIVE RIGHTS

Shareholders shall have no preemptive rights.

ARTICLE XII - INTERNAL AFFAIRS

The regulation of the internal affairs of the Corporation shall be governed by the By-Laws.

ARTICLE XIII - LIMITED LIABILITY

The capital stock of this Company shall be issued as fully paid, and the private property of the shareholders shall not be liable for the debts, obligations, or liabilities of this Corporation. The capital stock of this Corporation shall not be assessable.

XIV - SECTION 1244 STOCK

Shares of stock of this Corporation authorized and issued pursuant to these articles within two (2) years from the date of incorporation are for purposes of the Internal Revenue Code authorized and issued in compliance with and as prescribed by Section 1244 of the Internal Revenue Code of 1954 as amended and shall be known as "Section 1244 Stock."

ARTICLE XV - INDEMNIFICATION

The Corporation shall indemnify any and all persons who may serve at any time as a Director or Officer of the Corporation, and their heirs, administrators, successors, and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts in settlement before or after suit is commenced, actually and necessarily incurred by such persons in connection with the defense or settlement before or after suit or proceeding,

in which they, or any of them are made parties, or which may be asserted against them or any of them by reason of being, or having been, Directors or Officers of the Corporation, except in relation to such matters in which such Director or Officer shall be adjudged to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders or, otherwise.

ARTICLE XVI

AMENDMENTS TO ARTICLES OF INCORPORATION

AND CORPORATE BY-LAWS

These Articles of Incorporation and the By-Laws of the Corporation may be amended only upon the affirmative vote of three-fourths (75%) of all of the outstanding shares of stock entitled to vote upon such amendment to the Articles of Incorporation or the said By-Laws.

DATED this 26th day of October, 1995.

Danielle Bosworth
Danielle Bosworth
Original Incorporator

Michelle Swallow
Michelle Swallow
Original Incorporator

STATE OF IDAHO)
COUNTY OF BANNOCK)
ss.

On the 26 day of October, 1995, personally appeared before me, Danielle Bosworth, the signer of this instrument, who duly acknowledged to me that she executed the same.

Dennis W. Johnson
Notary Public
Residing At: 7300 Idaho
My Commission Expires: May 1997

STATE OF IDAHO)
COUNTY OF BANNOCK)

On the 26 day of October, 1995, personally appeared before me, Michelle Swallow, the signer of this instrument, who duly acknowledged to me that she executed the same.

James W. Johnson
Notary Public
Residing At: Boise, Idaho
My Commission Expires: May 1999