

CERTIFICATE OF AUTHORITY
OF

GENERAL GROWTH DEVELOPMENT CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **GENERAL GROWTH DEVELOPMENT CORPORATION** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **GENERAL GROWTH DEVELOPMENT CORPORATION** to transact business in this State under the name **GENERAL GROWTH DEVELOPMENT CORPORATION** and attach hereto a duplicate original of the Application for such Certificate.

Dated **October 28, 1983**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is GENERAL GROWTH DEVELOPMENT CORPORATION

2. The name which it shall use in Idaho is same as above

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of IOWA

4. The date of its incorporation is September 23, 1970 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 215 Keo, Des Moines, Iowa 50309

6. The address to which correspondence should be addressed, if different from that in item 5.

P. O. Box 1901, Twin Falls, Idaho 83303, Att: G. Kent Taylor

7. The street address of its proposed registered office in Idaho is 401 2nd Street North, Twin Falls, Idaho 83301, Att: G. Kent Taylor, and the name of its proposed registered agent in Idaho at that address is G. Kent Taylor

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Acquisition, development, and/or selling of real property and commercial property, as well as any lawful business authorized by the laws of Idaho or by the Articles of Incorporation and By-Laws of this corporation.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Martin Bucksbaum	Director	215 Keo, Des Moines, Iowa
Jon E. Batesole	President	215 Keo, Des Moines, Iowa
Derwood Quade	Vice President	215 Keo, Des Moines, Iowa
Robert Dowell	Vice President	215 Keo, Des Moines, Iowa
Robert A. Michaels	Secretary	215 Keo, Des Moines, Iowa
E. P. Eustice, Jr.	Treasurer	215 Keo, Des Moines, Iowa
Alan Winner	Assistant Secretary	215 Keo, Des Moines, Iowa

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
100,000	Common	No Par Value

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
20,000	Common	No Par Value

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: October 24, 1983

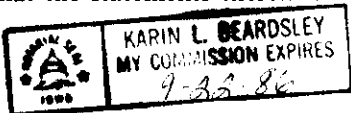
By Jon E. Batesole, President
Its President/Vice President (please specify)

and Alan Winner Asst Secretary
Its Secretary/Assistant Secretary (please specify)

STATE OF IOWA)
)ss
COUNTY OF POLK)

I, Karin L. Beardsley, a notary public, do hereby certify that on this 24th day of October, 19 83, personally appeared before me Jon E. Batesole, who being by me first duly sworn, declared that he is the President of General Growth Development Corporation

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



Karin L. Beardsley
Notary Public

OCT 28 8 52 AM '83

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

EMBEE DEVELOPMENT CORPORATION

I, the undersigned, acting as incorporator of a corporation organized under the Iowa Business Corporation Act, Chapter 496A of the Code of Iowa 1966, and all acts amendatory thereof or supplemental thereto, hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is Embee Development Corporation.

ARTICLE II.

The corporate existence shall begin on the date of the issuance of the charter for the corporation by the Secretary of State and its duration shall be perpetual.

ARTICLE III.

The corporation shall have unlimited power to engage in, and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Iowa Business Corporation Act.

ARTICLE IV.

The aggregate number of shares which the corporation is authorized to issue is one hundred thousand (100,000) shares, all common stock with no par value, and the same shall have no preferences, qualifications, limitations, restrictions or special rights.

ARTICLE V.

The address of the initial registered office of the corporation is 1055 Sixth Avenue, Des Moines, Polk County, Iowa, and the name of its initial registered agent at such address is Martin Bucksbaum.

ARTICLE VI.

The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Martin Bucksbaum, 691 - 53rd Street, Des Moines, Iowa
Melva Bucksbaum, 691 - 53rd Street, Des Moines, Iowa

Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified, unless removed from office by a majority vote of the shareholders at a special meeting of shareholders properly called and held in accordance with the Articles and By-Laws of the Corporation.

ARTICLE VII.

The name and address of the incorporator is:

Martin Bucksbaum, 691 - 53rd Street, Des Moines, Iowa

ARTICLE VIII.

The By-Laws may contain provisions restricting the transfer of the stock of the corporation. No shareholder shall sell, assign, transfer, dispose of or encumber any shares of stock in violation of any condition stated in the By-Laws.

Dated September 21, 1970.

Martin Bucksbaum
Martin Bucksbaum, Incorporator

STATE OF IOWA)
COUNTY OF POLK) ss:

On this 22nd day of September, 1970, before me, the undersigned Notary Public, personally appeared Martin Bucksbaum, to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed.

Catherine I. Sherman
Notary Public in and for said County
and State.

CATHERINE I. SHERMAN

Filed for Record
Sept 22, 1970
Book 180
Page 180
By [Signature]
Notary Public
Iowa

NOTARIAL SEAL

1. The Department of Justice is authorized to conduct investigations and to employ such personnel and resources as may be necessary for the purpose.

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6. The Department of Justice is authorized to conduct investigations and to employ such personnel and resources as may be necessary for the purpose.

The name of the corporation is General Electric Company.

101. The address to which its registered office is to be changed is:
102 New, San Marino, Iowa 50306

W. The name of its ~~INCIDENT~~ registered agent is Alan R. Warner
222 E. 2nd Street, Iowa 50301

114. The change was authorized by resolution duly adopted by the Board of Directors.

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