



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**IDAHO RANCH ESTATES, INC.**

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: November 29, 1988



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: \_\_\_\_\_

*[Signature]*

Nov 29 9 14 AM '08  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF

Nov 25 10 09 AM '08  
SECRETARY OF STATE

IDAHO RANCH ESTATES, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is IDAHO RANCH ESTATES, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000), common shares, with One Dollar (\$1.00) par value.

FIFTH: Provisions denying pre-emptive rights are:

No shareholders shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or any bonds, debentures or other securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

SIXTH: The address of the initial registered office of the corporation is 300 North Sixth Street, Boise, Idaho 83701 and the name of its initial registered agent at such address is CT Corporation System.

SEVENTH: 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 directors until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
William P. Shannahan	7855 Ivanhoe Ave., Suite 420 La Jolla, California 92037
Gary E. Elam	7855 Ivanhoe Ave., Suite 420 La Jolla, California 92037
Robert K. Smith	7855 Ivanhoe Ave., Suite 420 La Jolla, California 92037

EIGHTH: The name and address of each incorporator is:

NAME

William P. Shannahan

Gary E. Elam

Robert K. Smith

Dated November 23, 1988.

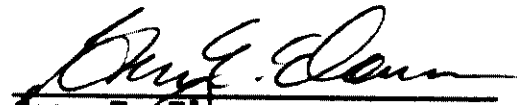
ADDRESS

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