

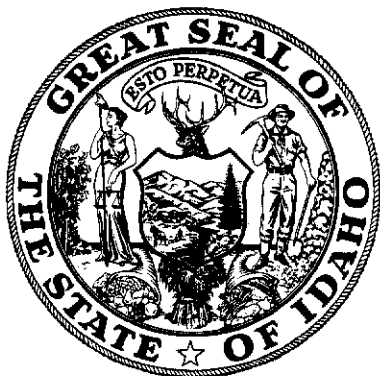
**CERTIFICATE OF INCORPORATION
OF**

MANAGEMENT SERVICES CORPORATION

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: January 6, 1986



A handwritten signature in cursive script, reading "Pete T. Cenarrusa", is written over a horizontal line.

SECRETARY OF STATE

by: _____

JAN 6 3 33 PM '86
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

MANAGEMENT SERVICES CORPORATION

The undersigned, a citizen of the United States and resident of the State of Idaho, and of legal age, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be MANAGEMENT SERVICES CORPORATION.

ARTICLE II

The duration of the corporation shall be perpetual. The location of the registered office in the state of Idaho shall be 2114 S. Pond St., Boise, Ada County, Idaho 83705. Registered agent is David A. Bills.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue is 100,000 shares of Common Stock of the par value of \$1.00 per share. All of the Stock shall have the same powers and voting rights and shall be nonassessable for any purpose whatsoever. The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts for any purpose whatsoever.

ARTICLE IV

The number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, and in accordance with Section 30-1-36, Idaho Code.

The purpose and purposes for which this corporation is organized are:

- A. To engage in the general business either as developer, general contractor, construction manager, or subcontractor of construction, development, building, renovating, remodeling, of either residential, commercial or industrial property and/or buildings,
- B. To buy, acquire, hold, improve, operate, manage, develop, lease, encumber, sell, transfer, or otherwise dispose of, and generally to invest, trade and deal in, as principal, or agent, real and personal property of all kinds.

- C. To construct, build, or manage residential houses, office buildings, warehouses, or other buildings of every kind and character, and supervise or engage in the subdivision or resubdivision of plat tracts of land and the sale of the same.
- D. To manage and/or consult on behalf of or with another entity in the construction or management of residential, commercial or industrial properties or buildings.
- E. To borrow money to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate, and/or convey in trust, any or all of its property to secure the payment thereof.
- F. To lend money and to negotiate and make loans, either on its own accounts or as agent/consultant for others.
- G. To act as trustee on behalf of others in any capacity as deemed appropriate and in accordance with applicable laws.
- H. To discount and negotiate promissory notes, drafts, bills of exchange, and other evidences of debt, and to collect for others money due them on notes, checks, drafts, bills of exchange, commercial paper and other evidence of indebtedness.
- I. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state, or government, or any subdivision, district of department thereof.
- J. To acquire, and pay for in cash, shares of stock, bonds or notes of this corporation, or otherwise, the assets including the good will of any person, firm, association or corporation, and to undertake or assume the whole or any part of the obligations or liabilities thereof.
- K. To enter into any kind of contract or agreement, cooperative or profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the directors may deem fit.
- L. In general, the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and any and all amendments thereto.

ARTICLE V

The name and address of the initial board of directors of the corporation is:

David A. Bills, 2114 S. Pond St., Boise, ID 83705

ARTICLE VI

The name and address of the incorporator is:

NAME

ADDRESS

David A. Bills

2114 S. Pond St., Boise, ID 83705

IN WITNESS WHEREOF, I have hereunto set my hand and caused this instrument to be executed in duplicate this 14 day of January 1986, at Boise, Ada County, Idaho.



David A. Bills