



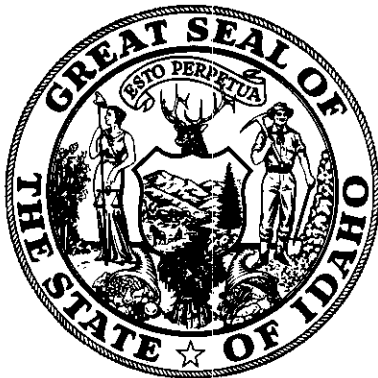
**CERTIFICATE OF INCORPORATION  
OF**

**INVESTORS RESERVE I, 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 5, 1985**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*My. J. Clark*

ARTICLES OF INCORPORATION  
OF  
INVESTORS RESERVE I, INC.

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE. Name. The name of the corporation is Investors Reserve I, Inc.

ARTICLE TWO. Purposes. The purposes of the corporation are to acquire and develop real estate and other property for investment purposes; to form and manage limited partnerships and other investment entities; and to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE THREE. Duration. The period of duration of the corporation is perpetual.

ARTICLE FOUR. Registered Office and Registered Agent. The address of the corporation's initial registered office in the state of Idaho is 545 Shoup Avenue - Suite 334, Idaho Falls, Bonneville County, Idaho 83402. The name of the corporation's initial registered agent at such address is Ross H. Farmer.

ARTICLE FIVE. Stock. The total authorized number of shares of stock of the corporation is 3000 shares of common stock having a par value of \$10.00 per share.

ARTICLE SIX. Preemptive Rights. Shareholders shall have preemptive rights to acquire shares of the corporation in the manner provided for in the bylaws.

ARTICLE SEVEN. Directors. The number of directors constituting the initial board of directors is three; 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 duly elected and qualify are:

Joe E. Clayton	680 Gladstone Street Idaho Falls, Idaho 83401
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Ross H. Farmer	325 N. 4th Street Idaho Falls, Idaho 83427
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Franklin N. Smith, Jr.	1312 Azalea Idaho Falls, Idaho 83401
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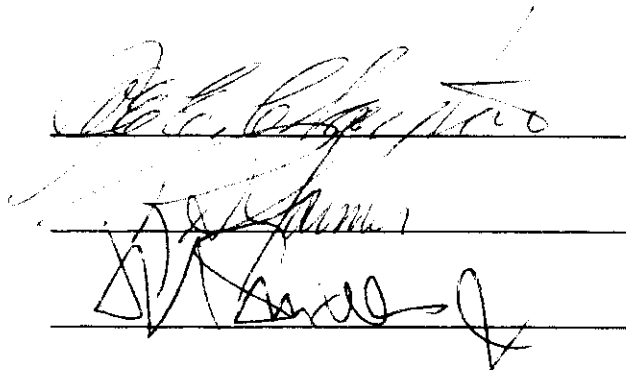
ARTICLE EIGHT. Incorporators. The name and address of each incorporator are:

Joe E. Clayton	680 Gladstone Street Idaho Falls, Idaho 83401
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Ross H. Farmer	325 N. 4th Street Idaho Falls, Idaho 83427
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Franklin N. Smith, Jr.	1312 Azalea Idaho Falls, Idaho 83401
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EXECUTED in triplicate on this 18th day of October, 1985.



Three handwritten signatures are present, each written over a horizontal line. The signatures are in cursive and appear to be the names of the incorporators: Joe E. Clayton, Ross H. Farmer, and Franklin N. Smith, Jr.

STATE OF IDAHO            )  
                                  : ss.  
COUNTY OF BONNEVILLE)

On this 18th day of October, 1985, before me,  
the undersigned, a Notary Public in and for said State,  
personally appeared

Joe E. Clayton,  
Ross H. Farmer, and  
Franklin N. Smith, Jr.,

known to me to be the persons whose names are subscribed to  
the within instrument, and acknowledged to me that they  
executed the same.

WITNESS my hand and official seal.

Mary Musgrave  
MARY MUSGRAVE, Notary Public  
Residing at Idaho Falls, Idaho.  
My Commission expires 2-15-87