

Department of State

CERTIFICATE OF INCORPORATION

EDSON H. DEAL

I, ~~ARNOLD WILLIAMS~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

PONDEROSA PARKS, INC.

was filed in the office of the Secretary of State on the **twenty-fourth** day of **January** A.D. One Thousand Nine Hundred **sixty-seven** and ~~will be~~ duly recorded on ~~microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual existence** from the date hereof, with its registered office in this State located at **Cascade** in the County of **Valley**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **24th** day of **January**, A.D., 19**67**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
PONDEROSA PARKS, INC.

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KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned have this day voluntarily associated ourselves together for the purposes of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

NAME

The name of this corporation shall be:

PONDEROSA PARKS, INC.

ARTICLE II

PURPOSES

The purposes for which it is to be formed are:

a. To acquire by purchase, lease or otherwise and to improve and develop real property. To erect buildings, apartment houses, hotels and motels, and other buildings, private or public, of all kinds and to sell or rent the same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise use and operate real estate of all kinds, improved or unimproved and any right or interest therein.

b. To buy and sell securities, mortgages, debentures, and other evidences of debt, subject to the provisions of law. To purchase, or otherwise acquire, hold and reissue the shares of its capital stock. To acquire by purchase, subscription, or otherwise, and to hold and dispose of stocks, bonds, or any other obligations of any corporation formed for, engaged in, or pursuing any one or more of the kinds of businesses, purposes, objects or

obligations above indicated, or owning or holding any property of any kind herein mentioned, or of any corporation owning or holding the stock or obligations of any such corporation.

c. To make and perform contracts of any kind and description in carrying on its business, or for the purpose of the corporation. To issue, buy, or sell notes, mortgages, or other evidences of debt, including notes and mortgages of this corporation. To own, buy and sell real and personal property. To mortgage, hypothecate or otherwise encumber any of said property. To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, debentures, obligations, and evidence of indebtedness, and to do any and all other acts and things, to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now and hereafter be authorized by law. To have offices, conduct its business, and promote its objects within and without the State of Idaho, without restriction as to place or amount, and this corporation shall have the power to hold meetings within or without the State of Idaho, as may be determined from time to time by its bylaws.

d. In general, but in connection with the foregoing, said corporation shall have and exercise all the powers conferred by the State of Idaho upon business corporations, it being expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE III

The period of existence and duration of life of this corporation shall be perpetual.

ARTICLE IV

PLACE OF BUSINESS

The location and post office address of the registered office of this corporation in the State of Idaho, shall be Cascade, Valley County, Idaho.

ARTICLE V

STOCK

This corporation is authorized to issue one class of capital stock which shall be designated as common stock. The total number of shares of common stock this corporation shall be authorized to issue is 150,000 shares. The par value of the common stock shall be \$1.00 per share. The aggregate par value of the common stock shall be \$150,000.00.

The entire voting power of the corporation shall be vested in the holders of common stock and every shareholder of record shall have the right, at every shareholders' meeting, to one vote for every share of common stock standing in his name on the books of the corporation.

The capital stock of this corporation shall be non-assessable, and the private property of the shareholders in this corporation shall not be liable for the debts, obligations and liabilities of this corporation.

ARTICLE VI

INCORPORATORS

The names and post office addresses of each of the incorporators of this corporation, and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES</u>
JAMES E. MILLER	Cascade, Idaho	-1-
GEORGE H. WELLS	Nampa, Idaho	-1-
DEAN E. MILLER	404 Shoshone Ave. Caldwell, Idaho P. O. Box 1116	-1-

Each of the above named as incorporators is a natural person, over the age of 21 years, and is a citizen of the United States of America.

ARTICLE VII

DIRECTORS

The number of directors of this corporation shall be at least three, and such additional number of directors, not exceeding seven, as may be determined from time to time by the bylaws of this

corporation.

a. At all elections of directors of this corporation, each stockholder of common stock shall be entitled to as many votes as shall equal the number of votes which he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

b. More than one half of the directors shall be necessary to constitute a quorum of the board for the transaction of business at any meeting, but a lesser number may adjourn the meeting.

ARTICLE VII

POWERS

The Board of Directors of this corporation shall have the power to repeal and amend the bylaws of the corporation and adopt new bylaws. Such power shall not extend to making or altering any bylaws fixing the qualifications, classifications, terms of office, or compensation of the Board of Directors, and this authority shall not be interpreted as taking from the shareholders that power and authority given to them by Section 30-134 Idaho Code.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation, this 29th day of December, 1966.

James E Miller

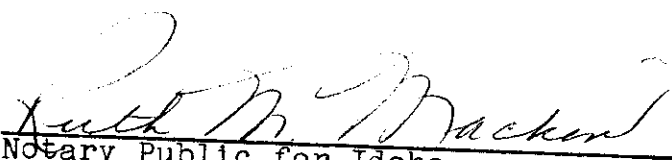
George B Miller

Don E Miller

STATE OF IDAHO)
) ss.
County of Canyon)

On this 29th day of December, 1966, before me, the undersigned, a Notary Public in and for said State, personally appeared JAMES E. MILLER, GEORGE H. WELLS, and DEAN E. MILLER, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Caldwell, Idaho