

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

MAGUIRE HILLS DEVELOPMENT, INC.

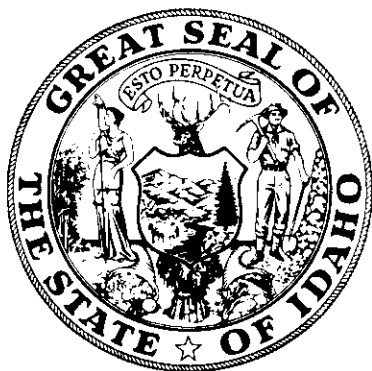
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MAGUIRE HILLS DEVELOPMENT, INC.

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: *March 19, 1984*



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Denise Hiner*

ARTICLES OF INCORPORATION

Maguire Hills Development, Inc.

Know all men by These Presents, that the undersigned, Terry R. Rudd, citizen of the United States of America, of legal age, and being desirous of forming a corporation for the purposes hereinafter specified and in conformity with the laws of the State of Idaho, does hereby make and subscribe the following Articles of Incorporation in triplicate.

ARTICLE I

The name of the corporation shall be and is Maguire Hills Development, Inc.

ARTICLE II

The time of existence of this corporation shall be perpetual.

ARTICLE III

The location and Post Office address of the registered office of this corporation in the State of Idaho is 1106 Idaho Street, Lewiston, Idaho 83501. Terry R. Rudd is the incorporator and registered agent with the address of 1106 Idaho Street, Lewiston, Idaho 83501.

ARTICLE IV

The objects and purposes for which this corporation is formed are:

(1) To engage in a business of improvement, subdivision, management and ownership of real property held for resale, investment or production of income and to perform such services in regard to properties held by others. To build, purchase, take, lease or otherwise acquire, to own, hold, use, maintain and improve; to sell, convey, mortgage, lease and otherwise dispose of real property, buildings, structures and improvements and any interest therein and any articles, materials and property of any kind used therefore or in connection therewith.

(2) To purchase or otherwise to acquire so far as is permitted by law, the whole or any part of the undertaking of business of any persons, firm or corporation and the property and liabilities, including the goodwill, assets and stock in trade thereof, and to pay for the same, either in cash or in shares of stock of the corporation or partially in cash and partially in shares.

(3) To the same extent as natural persons might or could do, to purchase or otherwise acquire and to hold, maintain, organize, develop, explore, exploit, improve, operate, control, to sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in lands and leaseholds in properties and any interest, estate, and rights in real property and any personal or mixed property, any franchises, rights, business, and privilege necessary wheresoever situated or being, which are convenient and appropriate for any of the purposes herein expressed.

(4) To acquire by purchase, subscription, gift, or otherwise and to use, sell, assign, transfer, mortgage, pledge, or hypothecate any stocks, bonds, debentures, or other evidences of indebtedness and obligation of any corporation, government, municipal or private, and of any person, partnership or other association, domestic or foreign and to issue in exchange therefore its own stock, bonds, or other obligations, and while the holder of such, to exercise all rights, privileges, and powers of ownership, including management with respect thereto and to aid by loan, guarantee, or subsidy or otherwise, those issuing such stocks or bonds or other evidences of obligation and to merge or consolidate with any other corporation in such manner as may be provided by law.

(5) To borrow money and to make and issue notes, bonds, debentures, obligations, and evidences of indebtedness of all kinds whether secured by mortgages, pledge, or otherwise, without limit as to amount except as may be provided by statute and to secure the same by mortgage, pledge, or otherwise and generally to make and form agreements and contracts of every kind and description.

(6) To produce or otherwise acquire, hold, sell, pledge, transfer, or otherwise dispose of shares of its own capital stock provided that the funds or property of the corporation shall not be used for the purchase of its own shares of capital stock when such would cause any impairment of the capital of the corporation, and provided, further, that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

(7) To conduct and carry on its business or any part thereof and to have one or more offices and to exercise all or any of its corporate powers or rights in the State of Idaho, and the various states, territories, commonwealth dependencies of the United States and District of Columbia and in all or any foreign country or countries.

(8) To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the strengthening of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals and to do every act or acts, thing or things, incidental or pertinent to, or growing out of, or connected with the aforesaid business or power, or any part or parts thereof provided the same be not inconsistent with the laws under which this corporation is organized.

(9) To carry on any other business or trade or to do anything in connection with the objects and purposes above mentioned that may be necessary or convenient to accomplish and promote said objects and purposes hereinabove set forth.

The foregoing clauses, by reason of the specific enumerations of power, shall not be held to restrict the power of the things within the purview of its general purposes.

ARTICLE V

The authorized capital stock shall be \$25,000 represented by 2,500,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI

The management of this corporation shall be vested in a Board of Directors of not

less than one. The number, qualifications, term of office, manner of election, and time and place of meetings, hours and duties of the directors shall be such as are prescribed by the By-Laws of the corporation.

ARTICLE VII

The authority to make By-Laws for the corporation is hereby expressly vested in the Board of Directors of the corporation, subject to the power of the shareholders to change or repeal such By-Laws. The shareholders of this corporation shall also have authority to make By-Laws of the corporation by a majority of quorum present at any annual meeting thereof, or at any special meeting duly called for such purpose.

ARTICLE VIII

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now and hereafter prescribed by statute, and all rights conferred on the stockholders hereof are granted subject to this provision.

ARTICLE IX

The names and post office addresses of the first Directors who shall manage the affairs of this corporation for a period of one year or until the election and qualification of their successors are as follows:

Terry R. Rudd, 1106 Idaho Street, Lewiston, Idaho

1 Share

In witness whereof, the incorporator has hereunto set his hand this 16th day of March, 1984.



Terry R. Rudd

State of Idaho) ss
County of Nez Perce)

On this 16th day of March, 1984 before me personally appeared Terry R. Rudd to me known to be the individual described in and who executed the foregoing instrument and who acknowledged to me that he signed the said instrument of his own free and voluntary act and deed for the uses and purposes therein mentioned.

William D. Kuder

Notary Public in and for the
State of Idaho, residing in
Lewiston