



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

McCALL ASPEN NO. 6, CORPORATION

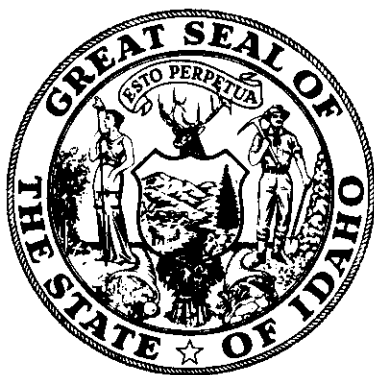
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

McCALL ASPEN NO. 6, 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 October 30, 1980, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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SECRETARY OF
STATE

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ARTICLES OF INCORPORATION
OF
McCALL ASPEN NO. 6, CORPORATION

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 McCALL ASPEN NO. 6, CORPORATION.

SECOND: The period of its duration shall be perpetual.

THIRD: The purposes for which the corporation is organized are to acquire, deal with, maintain and operate real property more particularly described as THE ASPEN, Condominium Subdivision, Building A, Unit 6, located in part of Government Lot 1, Section 9, and part of Government Lot 3, Section 4, T. 18N. R. 3E., B.M., City of McCall, Valley County, Idaho, according to the plat thereof on file with the Valley County Recorder, Valley County, Idaho, together with the building thereon and its appurtenances and other structures for the housing and accommodation therein of its stockholders as the occupants and residents thereof.

In furtherance of the corporate purpose the corporation shall have the following powers:

(a) To maintain, operate, and improve, and to sell, convey, assign, mortgage or otherwise encumber, or lease any real estate and any personal property necessary thereto.

(b) To borrow money and issue evidence of indebtedness of the corporation in furtherance of any or all of the objects to the corporation's business, and to secure the same by mortgage, deed of trust, pledge, or other lien.

(c) To enter into, perform and carry out contracts of any kind and to undertake and perform any other acts necessary to, or in connection with, or incidental to the accomplishment of any purpose of the corporation.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is twelve shares of common stock to be issued without par value.

FIFTH: Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares as provided under the Idaho Business Corporation Act.

SIXTH: If at any time the holders of a majority or more of the shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the corporation or any part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out on its part the terms of any such agreement, and shall refuse to recognize any sale, transfer, assignment, pledge, or hypothecation, of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement; provided, however, that a copy of such agreement be filed in the principal office of the corporation, and provided further that

notice of the existence of such provision be noted conspicuously on the face or back of each and every certificate of shares subject to the terms and conditions of any such agreement.

SEVENTH: The address of the initial registered office of the corporation is 229 West Carter Street, Boise, Idaho 83706. The name of the initial registered agent at such address is WESLEY H. TOWLE.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is one and the name and address of the person who to serve as director until the first annual meeting of shareholders or until elected and shall qualify is WESLEY H. TOWLE.

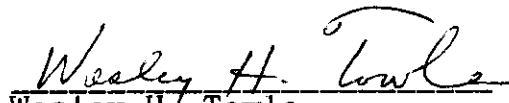
NINTH: The names and addresses of incorporators are:

WESLEY H. TOWLE
229 West Carter Street
Boise, ID 83706

RICHARD D. REAGAN
917 North 16th Street
Boise, ID 83702

DANNY L. WESELY
901 Rossi
Boise, ID 83706

DATED this 30 day of October, 1980.


Wesley H. Towle


Richard D. Reagan

Danny L. Wesely

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The undersigned, a notary public, do hereby certify that on this 30 day of October, 1980, personally appeared before me, WESLEY H. TOWLE, RICHARD D. REAGAN and DANNY L. WESELY, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

Notary Public for Idaho
Residing at Boise, Idaho