

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ROSE CREEK PROPERTIES, INCORPORATED

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: December 23, 1993



Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]* *WJD*

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CX # 5221118 CUST# 2429
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IDAHO SECRETARY OF STATE

ARTICLES OF INCORPORATION

DEC 23 1993

SECRETARY OF STATE

STATE OF IDAHO
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FOR

ROSE CREEK PROPERTIES, INCORPORATED

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

ARTICLE ONE - NAME

The name of this corporation shall be Rose Creek Properties, Incorporated.

ARTICLE TWO - STOCK

This corporation is a common stock corporation.

ARTICLE THREE - DURATION

The period of duration for Rose Creek Properties, Incorporated shall be perpetual.

ARTICLE FOUR - PURPOSES

The purposes and objects for which this corporation is formed are to engage in any and all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE FIVE - REGISTERED AGENT AND OFFICE

That the location and post office address of the initial registered office of this corporation in the State of

Idaho, and its initial registered agent shall be as follows:

**Registered Office: 800 West State St.
Boise, Idaho 83702**
Registered Agent: William H. Thomas

ARTICLE SIX - CAPITALISATION

That the capital stock of this corporation shall consist of 100 shares of common stock, having a par value of \$1.00 per share and an aggregate par value of \$100.00; each of the shares shall be non-assessable when fully paid for.

The capital stock of this corporation shall not be divided into classes, but shall consist of one class only, that being common stock; that each share of stock shall be entitled to one vote in all matters wherein the shareholders of this corporation shall be entitled to vote, and each share shall in all respects be equal to every other share.

Capital stock shall be transferred only in accordance with such rules and regulations as are established by the by-laws of the corporation, and all restrictions relative to the transfer of shares of stock of the corporation shall be noted on the stock certificate issued by the corporation.

ARTICLE SEVEN - INCORPORATORS

That the name and post office address of each of the incorporators, and the number of shares of the capital stock of this corporation described in the preceding paragraph, subscribed to each is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Stephen D. Coughlin	11099 W. Seneca Dr. Boise, Idaho	51
Robert Eaton	9550 Bethel Court Boise, Idaho	49

ARTICLE EIGHT - POWERS

That the right and power to adopt, repeal, alter, rescind, and amend the by-laws of this corporation and to adopt new by-laws is hereby expressly conferred upon the Board of Directors of this corporation as provided by Title 30 of the Idaho Code.

ARTICLE NINE - BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Stephen D. Coughlin	11099 W. Seneca Drive Boise, Idaho
Robert Eaton	9550 Bethel Court Boise, Idaho

The number of directors may be increased or decreased at any or anytime after the first regular meeting of the members, the members may increase at any regular or special meeting by a majority of the members providing a quorum is present.

ARTICLE TEN - AMENDMENTS

Amendment to these Articles shall require a simple

majority of the outstanding stock, except where expressly provided otherwise.

IN WITNESS WHEREOF, we have hereunto set our hands this

22 day of December, 1993.

Robert Eaton
Stephen Daughlin