

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

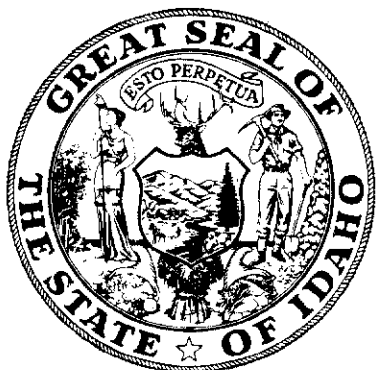
HILLCREST MERCHANTS, INC.

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 HILLCREST
MERCHANTS, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 February 10, 19 88.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

RECORDED
SEC. 10
FEB 10 AM 10 02

ARTICLES OF INCORPORATION
OF
HILLCREST MERCHANTS, INC.

The undersigned acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE 1

Name

The name of the corporation shall be HILLCREST MERCHANTS, INC. This corporation is a nonprofit corporation.

ARTICLE 2

Duration

The duration of this corporation shall be perpetual.

ARTICLE 3

Purposes

This corporation is organized to promote the common business interests of its members and to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and all activities which are permitted to be done by a nonprofit corporation under any laws

that may now or hereafter be applicable or available to this corporation. The powers of this corporation shall be subject to and shall be exercised in accordance with the provisions of the respective lease agreements entered into between the retail tenants and the owner (landlord) or the shopping center known as the "Hillcrest Plaza Shopping Center."

ARTICLE 4

Members

The corporation shall have one class of members, which shall consist of retail tenants from time to time occupying space in the shopping center known as "Hillcrest Plaza Shopping Center," who shall automatically become members of the association upon acquisition of such leasehold interest, and the owner (landlord) of said shopping center at the time of the filing of these Articles. Tenants whose original lease does not require membership may become members on a voluntary basis. Any successor in interest to the owner (landlord) existing at the time of the filing of these Articles may become a member on a voluntary basis. Membership in the corporation shall be automatically terminated upon termination, expiration or transfer of the members leasehold interest or the ownership interest of the owner (landlord) existing at the time of the filing of these Articles, as the case may be, in the shopping center. As used in these Articles, the terms "Hillcrest Plaza Shopping Center" and "shopping center" shall include any buildings to be constructed

and/or renovated on property included by the owner (landlord) within the commercial development known as the "Hillcrest Plaza Shopping Center".

ARTICLE 5

Registered Office and Agent

The name and address of the initial registered office and agent is:

Nick Harrigfeld
5282 Overland Road
Boise, Idaho 83705

ARTICLE 6

Directors

The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein. The initial board of directors shall consist of five (5) directors. The names and addresses of the persons who shall serve as directors until their successors are elected and qualify unless they resign or are removed are:

Nick Harrigfeld
5282 Overland Road
Boise, Idaho 83705

Karl Holsinger
5226 Overland Road
Boise, Idaho 83705

Ellie Schroeder
5322 Overland Road
Boise, Idaho 83705

Ron Brown
5234 Overland Road
Boise, Idaho 83705

Linda Felix
5320 Overland Road
Boise, Idaho 83705

ARTICLE 7

Incorporator

The name and address of the incorporator is:

Nick Harrigfeld
5282 Overland Road
Boise, Idaho 83705

ARTICLE 8

Amendment of Articles and Bylaws

No amendment to these articles or to the bylaws of the corporation shall be effective unless approved in writing by the association with an affirmative vote of two-thirds (2/3) of all members.

Executed in duplicate this 21st day of JAN, 1987,
by the undersigned incorporator.



Nick Harrigfeld