

State of Idaho

Department of State

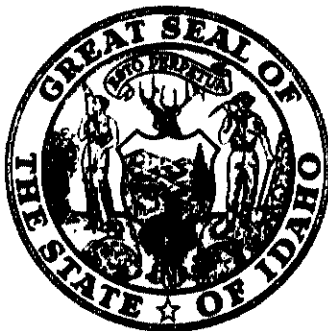
CERTIFICATE OF INCORPORATION OF

C. P. 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 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, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Lorisa Coulson

Corporation Clerk

ARTICLES OF INCORPORATION

OF

C. P. INC.

RECEIVED
SECRETARY OF STATE

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KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, as set forth in Title 30, Idaho Code, Volume 5B, do hereby certify as follows:

I.

The name of the Corporation is C. P. INC.

II.

The purposes for which the Corporation is organized are:

1. To acquire by purchase, lease or otherwise and to improve and develop real property.

2. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same.

3. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds.

4. To buy, manage, 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.

ARTICLES OF INCORPORATION

5. To engage in the transaction of any or all lawful business for which corporations may be incorporated under this act, Title 30, Idaho Code, Volume 5B.

III.

This Corporation shall have all the power, authority and capacity set forth in the Idaho Business Corporation Act as now enacted or hereafter amended, including but not limited to the following:

1. To sue and be sued, complain and defend in its corporate name.

2. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

3. To purchase, lease, use, and dispose of all equipment, and other personal property necessary or convenient in and about the prosecution of its business.

4. To purchase, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property, or any interest therein, wherever situate.

5. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or part of its property and assets.

6. To purchase, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other

domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

7. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bond, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

8. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

9. To conduct its business, carry on its operations and have offices and exercise the powers granted by this Act, within or without the United States of America.

10. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

11. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

12. To lend money and use its credit to assist its employees.

13. To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers, and employees.

14. To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

15. To transact any lawful business which the Board of Directors shall find will be in aid of Governmental Policy.

16. To have and exercise all powers necessary or convenient to effect its purposes.

IV.

The Corporation shall have perpetual existence.

V.

The location of the initial registered office of the corporation is 1111 Yellowstone Avenue, Pocatello, Idaho, 83201, and Karen C. Hill shall serve as the initial registered agent of the corporation.

VI.

The aggregate number of shares of which the corporation shall have authority to issue is 5,000 common shares without par value.

VII.

Each outstanding share of stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except that at all elections of the directors of this corporation, each shareholder 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 amount the number of directors to be voted for, or any two or more of them, as he may see fit.

VIII.

The Board of Directors of the corporation shall consist of two (2) members, unless otherwise modified from time to time by the bylaws of the corporation. The directors shall be elected annually in accordance with the provisions of Idaho Code 30-1-36, as currently enacted or hereafter amended. There shall be no classification of directors or staggering of their terms.

IX.

The name and post office addresses of the members of the initial Board of Directors of the Corporation who shall serve until the first meeting of shareholders, or until their successors have been duly elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Karen C. Hill	P.O. Box G Pocatello, ID 83205
Robert L. Clark	P.O. Box G Pocatello, ID 83205

X.

The name and address of the incorporator is Karen C. Hill, P.O. Box G, Pocatello, ID 83205.

XI.

These Articles of Incorporation may be modified or amended from time to time by an affirmative vote of all the Board of Directors at a meeting duly called pursuant to law.

Karen C. Hill
Karen C. Hill

Notary Public for Idaho
Residing at Pocatello, Idaho
My Commission Expires: 4-21-92