



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

MODOC, INC.

was filed in the office of the Secretary of State on the **Third** day
February, A.D. One Thousand Nine Hundred **Sixty-six** and
will be ~~microfilm~~ duly recorded on Film No. of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence**

from the date hereof, with its registered office in this State located at
Coeur d'Alene **Kootenai.**
in the County of

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **3rd** day of **February**,
66
A.D., 19

Secretary of State.

ARTICLES OF INCORPORATION

OF

MODOC, INC.

We, the undersigned natural persons of the age of twenty-one years or more, each of whom is a citizen of the United States, acting as incorporators of a business corporation under the laws of the State of Idaho, adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is MODOC, INC.

ARTICLE II.

The purposes of this corporation are to engage in the development of real estate and business opportunities and to build, construct, operate, rent and lease condominiums of every nature, apartments, motels, office buildings, shopping marts and related enterprises, to procure, acquire, buy, rent, and sell at wholesale and retail, any and all produce, wares, supplies, commodities and merchandise of every kind and nature which may appear to be useful or advantageous to the corporation, and further to engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho.

ARTICLE III.

The period of duration of this corporation shall be perpetual.

ARTICLE IV.

The location and post office address of the registered office of the corporation in the State of Idaho is Post Office Box "A", Coeur d'Alene, Idaho.

ARTICLE V.

The corporation shall have power to manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, merchandise and real and personal property of every class and description.

ARTICLE VI.

This corporation shall have power to become a partner with any other natural person or legal entity and to enter and join in any agreement and cooperative relationship, including any type of condominium operation not forbidden by law.

ARTICLE VII.

This corporation shall have power to guarantee the payment of the principal and interest upon bonds, notes or other evidences of accrued indebtedness or obligations, or the performance of the contracts or other undertakings of any corporation, members in a condominium, co-partnership, syndicate, individual, or others, and to enter into, make, perform and carry out contracts of every kind and any lawful purpose, with any person, firm, association, corporation, syndicate or others.

ARTICLE VIII.

This corporation shall have the power to make charitable contributions.

ARTICLE IX.

The total number of shares of common stock which the corporation shall have authority to issue is One Hundred (100) at a par value of One Thousand Dollars (\$1,000.00) each. The aggregate par value of the total authorized number of shares of common stock is One Hundred Thousand Dollars (\$100,000.00). Each share of common stock shall have one vote. All stock shall be non-assessable.

ARTICLE X.

The holders from time to time of the common stock of the corporation shall have the pre-emptive right to purchase, at such respective equitable prices, terms and conditions as should be fixed by the Board of Directors, such of the shares of the corporation that may be shares held in the treasury of the corporation from time to time, or as may be authorized from time to time over and above One Hundred (100) shares of common stock authorized by the original Articles of Incorporation of the corporation. Such pre-emptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

ARTICLE XI.

This corporation shall have power to purchase, hold, sell and transfer its own capital stock, bonds and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its Board of Directors may determine.

ARTICLE XII.

The number of directors of this corporation shall be not less than three(3), nor more than five(5) and may be altered from time to time as provided in the By-Laws. The directors need not be stockholders.

ARTICLE XIII.

Any one or more of the directors may be removed either with or without cause, at any time, by a vote of the stockholders holding a majority of the stock at any special meeting called for the prupose.

ARTICLE XIV.

No contract or other transaction between this corporation and any other corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof

as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken. Any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XV.

The Board of Directors shall have power to make or amend By-Laws of the corporation except as concerns their term of office and compensation.

ARTICLE XVI.

These Articles may be amended or any additions made thereto by a two-thirds vote of the number of outstanding shares of common stock at any regular meeting of shareholders or at any special meeting called for that purpose.

ARTICLE XVII.

The names and addresses of the persons who are incorporators and who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

Viola C. Flick	1326 Montana Ave.,	Coeur d'Alene, Idaho
Donna Lasater	809 Coeur d'Alene Ave.,	Coeur d'Alene, Idaho
Scott W. Reed	P.O. Box A,	Coeur d'Alene, Idaho

Each of the above named incorporators has heretofore subscribed for one share of common stock.

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make and file this agreement and have accordingly made, signed and acknowledged these Articles of Incorporation this 18th day of January, 1966.

Viola C. Flick
Incorporator

Donna Lasater
Incorporator

Scott W. Reed
Incorporator

STATE OF IDAHO)
 ss:
County of Kootenai)

On this day personally appeared before me, VIOLA C. FLICK, DONNA LASATER and SCOTT W. REED, to me known to be the individuals described in and who executed the within and foregoing instrument, and acknowledged that they signed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN UNDER MY HAND AND SEAL this 18th day of January, 1966.

Charles H. Kent
Notary Public for Idaho
Residing at Coeur d'Alene
Comm. Exp. 12/17/67