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STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
MESA LAND AND DEVELOPMENT, INC.

The undersigned natural persons, being more than eighteen years of age, hereby establish a corporation pursuant to the Statutes of Idaho and adopt the following Articles of Incorporation.

ARTICLE I

Name. The name of this Corporation is: **Mesa Land and Development, Inc.**

Period of Duration. The Corporation shall have perpetual existence.

ARTICLE II

Purposes. The purposes for which the Corporation is organized are as follows:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is as follows: ten thousand (10,000) shares of common stock with voting rights, having no par value per share and said stock shall be nonassessable.

ARTICLE IV

Preemptive Rights. Except as provided by the By-laws, Shareholders shall not have preemptive rights in any unissued stock.

IDAHO SECRETARY OF STATE

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ARTICLES OF INCORPORATION *hf* 1
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ARTICLE V

Cumulative Voting. Cumulative voting shall be allowed in the election of directors.

ARTICLE VI

Provisions for Regulation of Internal Affairs

Section 1. Meetings of Stockholders. Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws.

Section 2. Meetings of Directors. The meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested solely in the Board of Directors. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

Section 4. Amendments of Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter, or repeal, or to add any provision of its Articles of Incorporation in the manner prescribed by the laws of Idaho.

ARTICLE VII

Initial Registered Office and Agent

Section 1. Registered Office. The address of the initial registered office of the Corporation shall be 2820 NW 4th Avenue, Fruitland, Idaho 83619.

Section 2. Registered Agent. The name of the initial registered agent of the Corporation at such address shall be Billy Ray Odell.

ARTICLE VIII

Directors

Section 1. Number of Directors. The business and affairs of the Corporation shall be managed by a Board of Directors, which shall exercise all the powers of the Corporation except as otherwise provided in the Idaho Corporation Code. The number of directors of the Corporation shall not be less than one (1), nor more than six (6), and the exact number shall be fixed by the By-Laws of the Corporation. In the absence of a By-Law the number of directors shall be two (2). The number of directors may be increased or decreased from time to time by amendment of the Code of By-Laws, but no decrease shall have the effect of shortening the term of any incumbent directors.

Section 2. Names and Addresses. The names and addresses of the incorporators and initial directors of the Corporation are as follows:

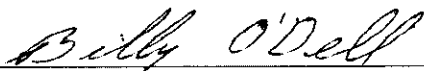
Billy Ray Odell
2820 NW 4th Avenue
Fruitland, ID 83619

Troy Odell
307 NW 14th
Fruitland, ID 83619


Section 3. Director Conflicts of Interest No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any

way 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 such 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; and the director of the corporation who is also 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.

IN WITNESS WHEREOF, we, the undersigned, being all the incorporators designated in Article VIII of the foregoing Articles of Incorporation, have executed said Articles of Incorporation as of the 24 day of February, 2000.



Billy Ray Odell
Incorporator



Troy Odell
Incorporator