

State of Idaho

Department of State

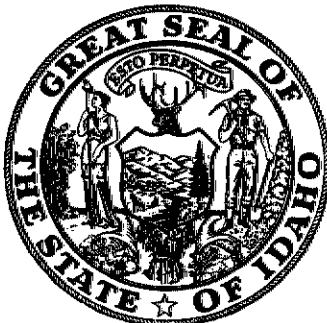
CERTIFICATE OF INCORPORATION OF

D. E. MILLER, LTD.
File number C 108254

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: November 9, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sikel*

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ARTICLES OF INCORPORATION
OF
D. E. MILLER, LTD.

IDaho SECRETARY OF STATE
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CX #: 4097 CUST# 14819
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The undersigned acting as incorporator of a corporation hereinafter referred to as the "Corporation" under the provisions of the Idaho General Business Corporations Act, adopts the following Articles of Incorporation.

ARTICLE I.

NAME

The name of the corporation is D. E. MILLER, LTD., which corporation is a general business corporation.

ARTICLE II.

PERIOD OF DURATION

The period of duration of the corporation is perpetual.

ARTICLE III.

PURPOSES AND POWERS

1. PURPOSES: The purpose of this corporation is to provide investment and development advice and assistance on real estate matters and general consulting.

2. To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Idaho.

3. To have the capacity to act possessed by natural persons in the performance of such acts as are necessary or

proper to accomplish its purposes and which are not repugnant to law.

4. Without limiting or enlarging the grant of authority contained in Paragraph 3 of Article III, it is hereby provided that such corporation shall have authority:

- a. To sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission or tribunal;
- b. To have and use a corporate seal which may be altered at pleasure;
- c. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation, and to purchase, guaranty, take, receive, subscribe to or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares of 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;
- d. To appoint such officers, employees and agents as the business or the corporation may require and to allow them compensation;
- e. To make bylaws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock;
- f. To issue non-assessable shares and admit shareholders;
- g. To wind up and dissolve itself, or to be wound up and dissolved in the manner provided by law;

- h. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation;
- i. To conduct business in this state, other states, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate out of the state, provided such powers are included within the objects set forth in its articles of incorporation;
- j. To do all acts permitted by the laws of the State of Idaho, and all such other acts as are necessary and expedient to accomplish its stated purposes except as limited by the laws of the State of Idaho.
- k. To be a promoter, partner, member, associate or manager of other business enterprises or ventures, or to the extent permitted in any other jurisdiction to be an incorporator of other corporations of any type or kind.

5. The foregoing clauses shall be construed both as Purposes and Powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE IV.

BYLAWS

The corporation shall be governed by the provisions set forth in the corporations Bylaws.

ARTICLE V.

DATA RESPECTING SHARES

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock at \$1.00 par value per share. Such shares are the only class authorized. Transfer of all such shares are subject to restrictions as set forth in detail in the bylaws of the corporation; also, a synopsis of such restrictions shall be set forth on the obverse side of all share certificates when and as they are issued.

ARTICLE VI.

REGISTERED AGENT

The street address of the corporations initial registered office and the name of its initial registered agent at such address is as follows:

Street Address:	420 Rio Vista McCall, Idaho 83638
Registered Agent:	Donald E. Miller
Mailing Address:	P. O. Box 2006 McCall, Idaho 83638

ARTICLE VII.

DATA RESPECTING INITIAL DIRECTORS/INCORPORATORS

There shall be one (1) director initially. The name and post office address of the initial director/incorporator who will serve until successors are selected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Donald E. Miller	P. O. Box 2006 McCall, Idaho 83638

ARTICLE VIII.

BOARD OF SHAREHOLDERS

Pursuant to Section 30-1-35, Idaho Code, as presently enacted, the powers of the corporation shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the shareholders themselves, or the designated officers of the corporation as directed by the shareholders, without the creation or existence of a continuing Board of Directors; save for the initial director(s) named above, the shareholders themselves shall act and function collectively as would directors for all purposes and pursuant to all duties and obligations as otherwise set forth for directors in the Idaho Business Corporation Act.

EXECUTED this 31st day of October, 1994.



Donald E. Miller