

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

TERRA FIRMA, INC.
File number C 114373

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: April 1, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By Oma Seko

APR 1 1928 AM '96
STATE
SECRETARY OF IDAHO

ARTICLES OF INCORPORATION

OF

TERRA FIRMA, INC.

KNOW ALL MEN BY THESE PRESENTS that the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the acts amendatory thereof, and supplemental thereto, do hereby certify as follows:

I

The name of the corporation shall be:

TERRA FIRMA, INC.

II

The existence of this corporation shall be perpetual.

III

The purposes and objects for which the corporation is formed are to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act in this state.

IV

The location and post office address of the registered office of the corporation is:

**P. O. Box 572, Driggs, Idaho 83422
77 North Main, Driggs, Idaho 83422**

The name of the initial registered agent at such address is:

BRETT L. COOKE

IDAHO SECRETARY OF STATE
DATE 04/01/1996 0900 50295

CK #: 1913 CUST# 66450

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V

The total authorized capital stock of this corporation shall be Ten Thousand (10,000) shares with no par value. There shall be no other class of stock issued by this corporation.

VI

It is the desire and intention of the corporation and of the parties hereto that the corporation should make a Sub-Chapter S election under Section 1244 of the United States Internal Revenue Code, and should terminate and revoke any such election, once made, only in accordance with the determination of the holders of a majority of all the outstanding stock of the corporation.

VII

The names and mailing addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
DONN P. SAINDON	P. O. Box 156 Victor, Idaho 83455
G. BROOKE SAINDON	P. O. Box 156 Victor, Idaho 83455

VIII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

IX

The Board of Directors shall consist of two (2) directors, but during their term of

office, or thereafter, the number of directors may be increased from time to time as may be provided by the By-Laws.

The following persons are named directors of the corporation and are to serve until successors are elected and qualified:

<u>Name</u>	<u>Address</u>
DONN P. SAINDON	P. O. Box 156 Victor, Idaho 83455
G. BROOKE SAINDON	P. O. Box 156 Victor, Idaho 83455

X

The Board of Directors of this corporation may meet and transact business of the corporation either at the principal place of business designated herein, or at such other place by a resolution of the Board of Directors. All or any meetings of the shareholders may also be held within or without the State of Idaho.

XI

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

- (1) Subject to the By-Laws, if any, adopted by the shareholders, to make, alter or repeal the By-Laws of the corporation;
- (2) To encumber the corporate assets, personal or real, and to guarantee the indebtedness of others, without limitation;
- (3) To set apart out of any of the funds of the corporation available for dividends

a reserve or reserves for any proper purpose and to abolish any such reserves; and

(4) By resolution adopted by a majority of the whole Board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation which, to the extent provided in the resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, including power to execute and seal documents. Such committee shall be named or designed as the Board may direct. All corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise provided herein or by law.

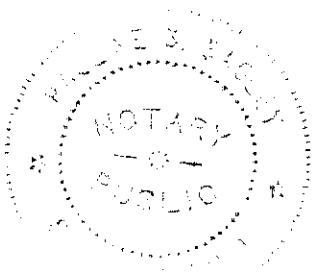
IN WITNESS WHEREOF, the said incorporators have set their hand and seal this

29th day of March, 1996.

Donn P. Saindon
DONN P. SAINDON, Incorporator
M. Brooke Saindon
G. BROOKE SAINDON, Incorporator

STATE OF IDAHO)
:ss.
County of Teton)

On this 29th day of March, in the year of 1996, before me, a Notary Public in and for said State, personally appeared DONN P. SAINDON and G. BROOKE SAINDON, husband and wife, known or identified to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.



Pauline Bagley
Notary Public for Idaho
Residing at: Victor
My Commission Expires: 1999