



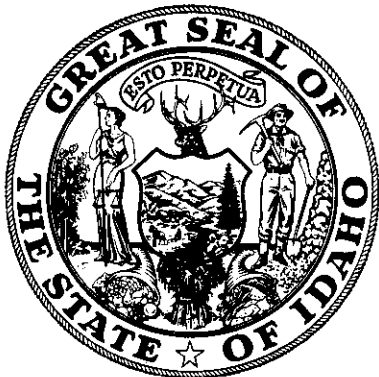
CERTIFICATE OF INCORPORATION  
OF

MIRA CORPORATION

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: **March 21, 1986**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*Henry J. Clark*



CERTIFICATE OF INCORPORATION  
OF

LANDCO REAL ESTATE, 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: March 21, 1986



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
MIRA CORPORATION

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KNOW ALL MEN BY THESE PRESENTS: THAT WE, The undersigned, being each full age citizens of the United States of America, do hereby certify that we have associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, pertaining thereto, to wit: Idaho Code Sections 30-1-3, 30-1-4, et seq, and hereby adopt the following ARTICLES OF INCORPORATION:

ARTICLE I

The name of this corporation shall be Mira Corporation.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The objectives and purposes of this corporation shall be and are as follows:

1. To acquire by purchase, lease or otherwise, lands and interests in lands and to own, hold, improve, develop and manage any real estate so acquired; and to erect or cause to be erected on any lands owned, held or occupied by the corporation any buildings or other structures with their appurtenances; and to manage, operate, lease, rebuild, enlarge, alter or improve buildings or structures now or hereafter erected on any lands so owned, held or occupied. To encumber or dispose of any lands or interests in lands, buildings or other structures at any time owned or held by the corporation.

ARTICLES OF INCORPORATION  
OF  
LANDCO REAL ESTATE, INC.

RECEIVED  
SEC. OF STATE  
1986 MAR 21 AM 9 00

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, acting as the incorporator under the provisions of the Idaho General Business Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation shall be:

LANDCO REAL ESTATE, INC.

ARTICLE II - PURPOSES

The purpose or purposes for which the Corporation is organized is the transaction of any or all lawful business for which a corporation may be incorporated under the Idaho Business Corporations Act.

ARTICLE III - POWERS

Pursuant to the general purposes of the Corporation, the Corporation is hereby authorized and empowered to do and act, and to carry on any business authorized by the Corporation and the State of Idaho, as necessary to compliment and augment the general purposes of the Corporation.

ARTICLE IV - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - STOCK

5.1. There shall be one class of shares, all of which shall be common shares.

5.2. The aggregate number of shares which this Corporation shall have authority to issue is 5,000 shares with a par value of \$1.00 per share for an aggregate par value of \$5,000.00.

2. To acquire by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, improvement, development or management of any property, real or personal, at any time owned or in any way held by the corporation. To invest, trade, deal, encumber or dispose of any personal property deemed beneficial to the corporation.

3. To conduct any lawful business in the State of Idaho or any other state, territory, the District of Columbia, colony or protectorate of the United States of America and in any foreign country. To have one or more offices or places of business within or without the State of Idaho and to carry out any lawful business authorized in these Articles outside of the State of Idaho.

4. To issue, re-issue or purchase the shares of capital stock in the corporation, according to law. Stock owned by the corporation shall not be considered voting stock in any way.

5. To perform any act with the power and capacity possessed by a natural person and to so perform any acts necessary to accomplish any lawful purpose of the corporation.

6. To exercise any lawful power now or hereafter conferred upon general business corporations by the laws of the State of Idaho.

7. To engage in and conduct wholesale or retail business of any kind or nature. To provide any services for hire of any kind or nature.

5.3. Each share shall have equal voting powers; each share entitling the holder to one (1) vote.

5.4. No shares shall be issued until the same are fully paid for.

5.5. Any such shares may be assessable as provided by law and as determined by a majority vote of the Board of Directors.

5.6. All stock issued shall be considered "Section 1244 Stock" as is defined under Internal Revenue Code Section 1244. Any individual or partnership receiving such stock shall be entitled to any benefits as explained in that Internal Revenue Code Section.

5.7. There are no provisions denying preemptive rights.

#### ARTICLE VI - REGULATIONS OF INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the Corporation are:

6.1. RESTRICTION OF TRANSFER OF STOCK. The shareholders may adopt a stock purchase or buy/sell agreement upon one hundred percent vote at any official shareholder's meeting. Once adopted, said agreement may not be amended, repealed, or altered without concurrence of 100% of the shareholders.

6.2. OPERATION AND MANAGEMENT OF THE CORPORATION. The shareholders may adopt and provide for the management and operation of the corporation to be performed directly by the shareholders or by the President (to be elected by the shareholders) rather than having and electing a Board of Directors. However, in so doing all duties and functions traditionally carried out by the Board of Directors shall be carried out by the shareholders or President as may be applicable.

#### ARTICLE VII - REGISTERED AGENT

The name of the initial registered agent and the location of the registered office of the Corporation are:

Edwin A. Bloxham  
715 East Anderson  
Idaho Falls, Idaho 83401

**ARTICLE VIII - INCORPORATORS AND INITIAL DIRECTORS**

The name, post office address, number and class of shares subscribed of each of the incorporators and the initial directors to serve until the first election of the directors are as follows:

Edwin A. Bloxham  
715 East Anderson  
Idaho Falls, Idaho 83401

1 Share Common

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Incorporation in duplicate and certifies to the truth of the facts herein, and does respectively subscribe to the number of shares hereinbefore set forth after his name this 18th day of March, 1986.

Edwin A. Bloxham

STATE OF IDAHO                   )  
County of Bonneville         ) ss.

On this 15th day of March, 1986, before me the undersigned, a Notary Public in and for said State, personally appeared, EDWIN A. BLOXHAM, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Notary Public for Idaho,  
residing at Idaho Falls, ID.  
My commission expires: 4/14/87

(SEAL)

It is expressly provided that the above and foregoing enumeration of powers, purposes and objects of the corporation shall not be exclusive nor limit or restrict the general powers of the corporation as allowed by the laws of the State of Idaho.

#### ARTICLE IV

The location of the registered office of this corporation within the State of Idaho shall be 118 E. 37th, #10, Boise, Idaho, Ada County. The initial registered agent for the corporation shall be Andrew N. Fatten, Jr. whose address is the same as that of the registered corporate office listed immediately preceding.

#### ARTICLE V

The corporation shall be authorized to issue 100,000 shares of no-par common stock. All shares shall be without par value.

#### ARTICLE VI

There shall be only one class of stock, designated as common stock. The shares shall not be issued until payment in full therefor has been received and such stock shall be non-assessable stock. The shareholders shall have no liability for corporate obligations. Each share of stock shall have the voting rights as now or hereafter granted by the laws of the State of Idaho.

#### ARTICLE VII

The incorporators have determined and appointed that they shall act as the initial board of directors of the corporation.



The incorporators are:

NAME	ADDRESS
Andrew N. Fatten, Jr.	118 E. 37th #10 Boise, Idaho 83714
Jackie Farmer	118 E. 37th #10 Boise, Idaho 83714
Sharon L. Roberts	1501 S. Kimball Av. Caldwell, Idaho 83605

Each of said incorporators is of full age and is a citizen of the United States of America.

#### ARTICLE VIII

The corporation shall be managed by a Board of Directors, governed by the by-laws of the corporation. The Board of Directors shall consist of not less than one nor more than three members. The names and addresses of the initial Board of Directors are the same as the list of incorporators named above and they shall so serve until the first election of directors.

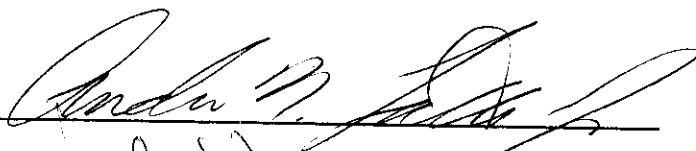

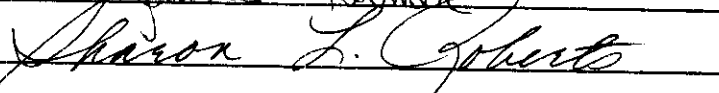
#### ARTICLE IX

Amendment of these Articles shall be accomplished as now or hereafter prescribed by the laws of the State of Idaho thereto.

No contract or other transaction between the corporation and any other corporation shall not be invalidated or affected by the ownership of a portion or majority of the capital stock of the other corporation by this corporation.

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 directors 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 have hereunto set our hands and seals this 17<sup>th</sup> day of March, 1986.


  
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STATE OF IDAHO )  
                  : ss.  
County of Canyon)

On this 17<sup>th</sup> day of March, 1986, before me, the undersigned Notary Public in and for said State, personally appeared Andrew N. Fatten, Jr., Jackie Farmer, and Sharon L. Roberts, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(Seal)

  
\_\_\_\_\_  
NOTARY PUBLIC FOR IDAHO  
Residing at Caldwell