



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

WINTER'S ENTERPRISES, INC.

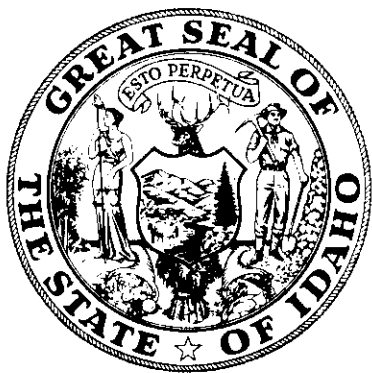
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

WINTER'S ENTERPRISES, INC.

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: December 2, 1981



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Penny Ipsa*

ARTICLES OF INCORPORATION
OF
WINTER'S ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the objective of forming a corporation under and pursuant to the provisions of the general corporation laws of the State of Idaho, and acts amending and supplementing said laws, do hereby certify as follows:

ARTICLE I

The name of the corporation is "WINTER'S ENTERPRISES, INC.".

ARTICLE II

The period of duration of this corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is organized are:

(a) The transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho.

(b) Included in the omnibus purpose clause set forth above are:

(1) To acquire by purchase, lease, gift, devise, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein, whether as principal, agent, broker, or otherwise, and to manage, operate, service, equip, furnish, alter, and keep in repair dwellings, apartment houses, hotels, office buildings, and real and personal property of every kind, nature, and description, whether

as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the owning, managing, leasing, and operating real and personal property of any and all kinds.

(2) To build, erect, construct, lease, or otherwise acquire, manage, occupy, maintain, and operate buildings for hotel purposes, dwelling houses, apartment houses, office buildings, and lands, buildings for hotels, apartment houses, dwelling houses, office buildings, and business structures of all kinds for the accomodation of the public and of individuals; and to keep, manage, conduct, and operate hotels, apartment houses, and dwelling houses. To buy, sell, lease, convey, dispose of various items of personal property used in connection with the business of leasing dwelling houses, apartments, etc.

(c) To conduct business in the State of Idaho and other states, District of Columbia, territories and colonies of the United States, and in foreign countries, and to have one or more offices or places of businesses out of the state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of or convey real and personal property situate out of this state.

(d) To purchase and re-issue the shares of its capital stock according to law. When such stock is owned by the corporation, such stock will not be considered voting stock directly or indirectly.

(e) The power and capacity to act possessed by a natural person which acts are necessary or proper to accomplish the corporate purposes, and which are not repugnant to law, including, but not limited to all the powers and authorities now or hereafter conferred by the laws of the State of Idaho upon corporations formed thereunder.

It is expressly provided that the enumeration of the foregoing purposes and objects of the said corporation shall not be construed to limit or restrict the general powers of the corporation as provided by the statutory laws of the State of Idaho.

ARTICLE IV

There shall be only one class of stock, and it shall be designated as common stock. There shall be no preferred or special class stock issued. The shares of stock shall not be issued until payment in full has been received, and such stock shall be nonassessable stock, and the certificate shall state on its face that it is nonassessable stock, and 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 relating to corporations.

ARTICLE V

The total authorized number of par value shares is two thousand five hundred (2,500) and their aggregate par value in Two Hundred Fifty Thousand (\$250,000.00) Dollars. Par value per share is One Hundred (\$100.00) Dollars per share. The corporation is not authorized to issue any no par value shares of stock.

ARTICLE VI

The address of the initial registered office of this corporation is Rt. 2, Box 2868, Caldwell, Idaho, 83605. The name of the initial registered agent at such address is HARRIET V. WINTERS.

ARTICLE VII

There shall be nine (9) Directors constituting the initial Board of Directors, and the names and addresses of the interim Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RALPH E. WINTERS	Rt. 2, Box 2868 Caldwell, ID 83605
HARRIET V. WINTERS	Rt. 2, Box 2868 Caldwell, ID 83605
ARDIS J. NELSON	2078 3rd Avenue North Payette, ID 83661

ERVIN L. WINTERS	Rt. 7 Caldwell, ID 83605
VIRGINIA M. RIGGS	251 E. Washington Street Weiser, ID 83672
NEVA M. STARK	Rt. 7, Box 7006 Nampa, ID 83651
LONNIE L. WINTERS	P.O. Box 612 Bethel, AK
HARRIET J. GASH	Rt. 1, Box 688 Dundee, OR 97115
JACKIE L. WINTERS	604 E. Galveston Street Caldwell, ID 83605

The foregoing people are to serve as Directors until the first annual meeting of shareholders, or until their successor be elected and qualified.

ARTICLE VIII

The name and address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
RALPH E. WINTERS	Rt. 2, Box 2868 Caldwell, ID 83605
HARRIET V. WINTERS	Rt. 2, Box 2868 Caldwell, ID 83605


ARTICLE IX

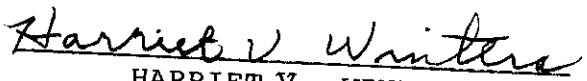
Each of the foregoing incorporators are of full age and citizens of the United States of America.

ARTICLE X

Amendment of these Articles shall be accomplished only as now or hereafter prescribed by law relating to amendment of Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 1st day of Dec., 1981.


RALPH E. WINTERS


HARRIET V. WINTERS

STATE OF IDAHO)
) SS:
COUNTY OF CANYON)

On this _____ day of Dec., 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared RALPH E. WINTERS and HARRIET V. WINTERS, 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.

Notary Public for Idaho
Residing at Caldwell, Idaho