

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

HIGH COUNTRY DEVELOPMENT & MARKETING CO.

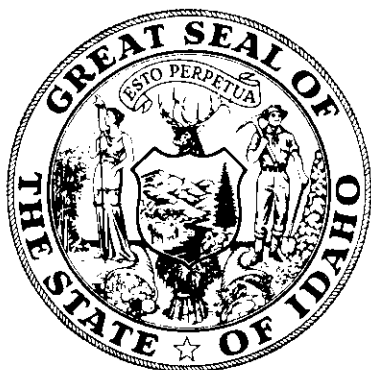
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

HIGH COUNTRY DEVELOPMENT & MARKETING CO.

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: *September 13, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

6-11-82

ARTICLES OF INCORPORATION

OF

HIGH COUNTRY DEVELOPMENT & MARKETING CO.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is HIGH COUNTRY DEVELOPMENT & MARKETING CO.

SECOND: The period of its duration is perpetual.

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

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1000 shares of common stock having a par value of \$10.00 per share.

FIFTH: There are no provisions denying preemptive rights.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are set forth in the Bylaws.

SEVENTH: The address of the initial registered office of the corporation and the name of its initial registered agent at such address is Carolyn Schwarz, P. O. Box 140, Victor, Idaho 83455.

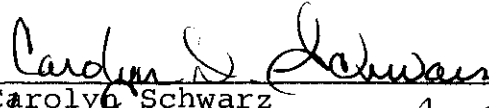
EIGHTH: The number of directors constituting the initial Board of Directors of the corporation shall not be less than three nor more than five, and the names and addresses of the persons who shall serve the initial terms as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Carolyn Schwarz	P. O. Box 140 Victor, ID 83455
Jon Michael Jennings	P. O. Box 140 Victor, ID 83455
Cheryl Zemp	220 No. Fanning Idaho Falls, ID 83401

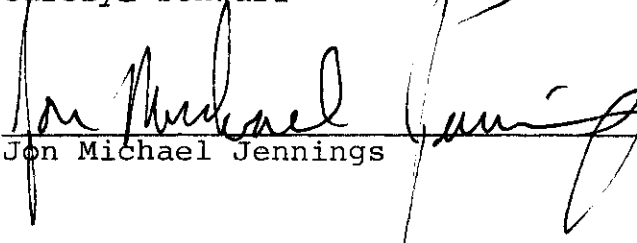
NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Carolyn Schwarz	P. O. Box 140 Victor, ID 83455
Jon Michael Jennings	P. O. Box 140 Victor, ID 83455

DATED this 8 day of August, 1982.



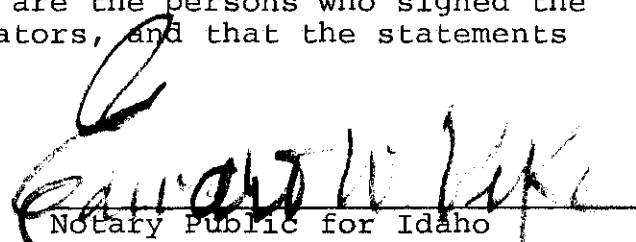
Carolyn S. Schwarz



Jon Michael Jennings

STATE OF IDAHO)
 : ss.
County of)

I, Edward W. Pike, a Notary Public, do hereby
certify that on the 8th day of August, 1982, personally appeared
CAROLYN SCHWARZ and JON MICHAEL JENNINGS, who being by me first
duly sworn, declared that they are the persons who signed the
foregoing document as incorporators, and that the statements
therein contained are true.



Notary Public for Idaho
Residing at Idaho Falls, ID

(SEAL)