

# State of Idaho

## Department of State

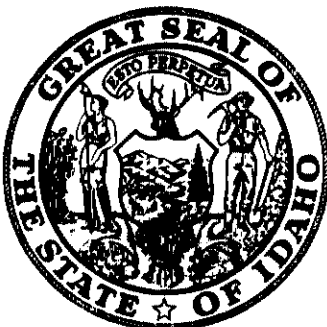
### CERTIFICATE OF INCORPORATION OF

NORTH FORK PROPERTIES, 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, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE  
By *[Signature]* *[Signature]*

RECEIVED  
ARTICLES OF INCORPORATION  
OF  
NORTH FORK PROPERTIES, INC.  
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## ARTICLE I

## ARTICLE II

## ARTICLE III

## ARTICLE IV

## ARTICLE V

ARTICLES OF INCORPORATION -- 1

convertible into such shares or carrying a right to subscribe or to acquire such shares; provided, however, that shareholders of the corporation have no preemptive right to acquire any shares issued to directors, officers, or employees of the corporation pursuant to the approval by the affirmative vote of the holders of a majority of the shares entitled to vote thereon or when authorized by and consistent with a plan theretofore approved by such vote of shareholders.

Holders of shares of any class of stock of the corporation that is preferred or limited to dividends or assets shall not be entitled to any preemptive right.

The preemptive right shall be only an opportunity to acquire shares of other securities under such terms and conditions as the Board of Directors may fix for the purpose of providing a fair and reasonable opportunity for the exercise of such right.

#### ARTICLE VI

The Board of Directors may enact by resolution, or the shareholders may impose by separate agreement, restrictions on the transferability of the authorized shares of common stock of this corporation. Such transfer restrictions, as may be enacted or imposed, shall be referenced by an appropriate legend to be annotated on all share certificates, and any transfer of shares in violation of such restrictions shall be void and without force and effect as being in contravention of these Articles.

#### ARTICLE VII

To the full extent permitted by the Idaho Business Corporation

Act, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; and the board may, at any time, approve indemnification of any other person which the corporation has the power to indemnify under the Idaho Business Corporation Act. Indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

#### **ARTICLE VIII**

The Board of Directors shall have full power to adopt, alter, amend or repeal the bylaws or adopt new bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

#### **ARTICLE IX**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.

## ARTICLE X

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the bylaws, but the number of the first directorate shall be one (1) and he shall serve until the first meeting of shareholders and until their successors are elected and qualified and their names and addresses are:

### NAME

### ADDRESS

Thomas R. Magnuson

Scott Building  
413 Cedar Street  
Wallace, ID 83873

## ARTICLE XI

The address of the registered office of this corporation is North Fork Properties, Inc., Scott Building, 413 Cedar Street, Wallace, Idaho, 83873, and the name of the registered agent at such address is Thomas R. Magnuson.

## ARTICLE XII

The name and address of the incorporator of this corporation is as follows:

### NAME

### ADDRESS

Thomas R. Magnuson

Scott Building  
413 Cedar Street  
Wallace, ID 83873

The incorporator has signed these articles of incorporation this 16<sup>th</sup> day of March, 19 94.




THOMAS R. MAGNUSON

STATE OF IDAHO           )  
                                  ) ss.  
County of Shoshone       )

On this 16<sup>TH</sup> day of MARCH, 1994, before me, the undersigned, a Notary Public in and for the said State and County, personally appeared, Thomas R. Magnuson, known or identified to me to be the person whose name is subscribed to the within instrument and who acknowledged that he executed the same.

WITNESS my hand and official seal.

  
\_\_\_\_\_  
Notary Public in and for the  
State of Idaho.  
Residing at: PINEHURST  
My commission expires: 6-19-97