

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

SEARVALE PROPERTIES, INC. OF DELAWARE

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **30th** day of **November**, **1959**, a properly authenticated copy of its articles of incorporation, and on the **30th** day of **November** **1959**, a designation of **Ralph R. Breshears** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **30th** day of **November**, A.D. **1959**.

Secretary of State.

State of Delaware

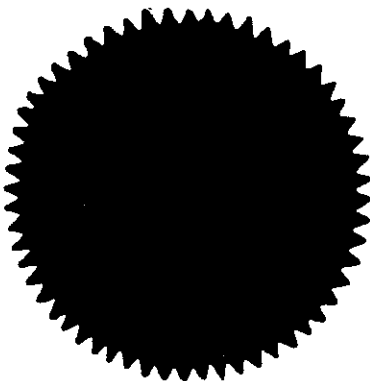


Office of Secretary of State.

I, George J. Schulz, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Incorporation of the "SEARVALE PROPERTIES INC. OF DELAWARE", as received and filed in this office the twenty-third day of May, A.D. 1957, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this twenty-seventh *day of* November *in the year of our Lord one thousand nine hundred and* fifty-nine.



George J. Schulz
Secretary of State

W.D. Tomlinson
Asst. Secretary of State

CERTIFICATE OF INCORPORATION

of

SEARVALE PROPERTIES INC. OF DELAWARE

WE, THE UNDERSIGNED, in order to form a Corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

ARTICLE I

The name of the Corporation is SEARVALE PROPERTIES INC. OF DELAWARE.

ARTICLE II

The principal office of the Corporation in the State of Delaware is to be located in the City of Dover in the County of Kent. The name of its resident agent is The Prentice-Hall Corporation System, Inc., whose address is No. 229 South State Street in said city.

ARTICLE III

The nature of the business of the corporation and the objects or purposes proposed to be transacted, promoted or carried on by it are:

1. To acquire by purchase, exchange, concession, easement, contract, lease, or otherwise, to hold, own, use, control, manage, improve, maintain and develop, to mortgage, pledge, grant, sell, convey, exchange, assign divide, lease, sublease or otherwise encumber and dispose of, and to deal and trade in, real estate improved or unimproved, lands, leaseholds, options, concessions, easements, tenements, hereditaments, and interests in properties of every kind and description wheresoever

situated, and any and all rights therein.

2. To build, construct, or cause to be built or constructed, to purchase, exchange, lease, hire or otherwise acquire any and all buildings, structures and improvements of every kind and description on any land that may be owned, or at any time held or occupied by the Corporation or in which it shall have any right, title, interest, easement or concession; to hold, own, use, occupy, control, manage, operate, improve, maintain, develop and remove, alter, repair or reconstruct any buildings, structures or other improvements of every kind and description now standing or hereafter erected on said lands.

3. To mortgage, pledge, grant, sell, convey, exchange, assign, divide, lease, sublease or otherwise encumber and dispose of, and to deal and trade in, any and all said buildings, structures and improvements and to rent, let or sublet offices, stores, shops, apartments, rooms or other space of every kind and description therein.

4. To procure permits or licenses from municipal or other authorities for the construction of said buildings, structures and improvements and to do and perform every act required or permitted by law to be done or performed in the erection, maintenance, alteration, and operation of such buildings; to acquire, construct, maintain and operate all customary conveniences, such as elevators, lighting, heating and refrigeration, in connection with the operation of any and all buildings.

5. To acquire by purchase, exchange, contract, lease or otherwise, to hold, own, use, control, manage, to mortgage, pledge, sell, exchange, lease, hire or otherwise encumber and dispose of, and to deal and trade in any and all chattels, chattels real, rights, contracts, grants, choses in action, concessions, franchises, options, privileges, building materials and personal property of every kind and description and any or all interests and rights therein wheresoever located.

6. To manufacture, buy, sell, deal in, and to engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in goods, wares and merchandise of every class and description.

7. To improve, manage and develop, and to hold, use, assign, pledge, mortgage, sell, exchange or otherwise dispose of, to import, export and generally deal in goods, wares and merchandise of every kind and description, and grants, options, concessions, franchises

and contracts, and all kinds of personal property and any and all interest and rights therein and thereto, without limit as to kind or amount.

8. For any purpose and upon any terms, to borrow or raise money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge, assignment or transfer in trust of the whole or any part of any property of the Corporation or otherwise; and generally to make and perform agreements and contracts of every kind and description with any government, state, territory, district, municipality, political or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or entity whatsoever.

9. To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trade marks, trade names, brands, labels, patent rights, letters patent of the United States or of any other country or government, inventions, improvements and processes, whether used in connection with or secured under letters patent or otherwise.

10. To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds or any other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stocks, bonds or other obligations are held or in any manner guaranteed by this corporation, or in which this corporation is in any way interested; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other obligations; and while owner of any such stock, bonds or other obligations to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stock, or the principal or interest or both, of any bonds or other obligations, and the performance of any contracts.

11. To promote, institute, enter into, conduct, perform, assist or participate in every kind of commercial,

agricultural, mercantile, manufacturing, mining, transportation or industrial enterprise, business, work, contract, undertaking, venture or operation in any part of the world; and for any such purpose to purchase, lease or otherwise acquire, take over, hold, sell, liquidate or otherwise dispose of the business and properties, of every kind, of corporations, associations, partnerships, firms, trustees, syndicates, individuals, organizations and other entities located in or organized under the laws of any part of the world; to continue, alter, extend and develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize their capital and participate in any way in their affairs and to take over as a going concern and to continue in its own name any business so acquired, all in accordance with and to the extent permitted by law.

12. To pay for any property, securities, rights or interests acquired by the Corporation in cash or other property, rights or interests held by the Corporation or by issuing and delivering in exchange therefor its own property, stock, shares, bonds, debentures, notes, warrants for stock, certificates of indebtedness or other obligations or securities howsoever evidenced.

13. To purchase, or otherwise acquire, hold, cancel, reissue, sell, resell and transfer shares of its own capital stock and its own bonds, debentures, warrants, rights, scrip or other obligations or securities of any nature howsoever evidenced; provided that it shall not use its funds or property for the purchase of shares of its own capital stock when such use would cause any impairment of the capital of the Corporation; and provided further that shares of its own capital stock belonging to the Corporation shall not be voted upon directly or indirectly.

14. To cause or allow the legal title, estate and interest in any property or business acquired, established or carried on by the Corporation to remain or be vested or registered in the name of or carried on by any other person or persons, company or companies, foreign or domestic, formed or to be formed, and either upon trust for or as agents or nominees of the Corporation, or upon any other terms and conditions which the Board of Directors may consider for the benefit of the Corporation, and to manage the affairs or take over and carry on the business of such company or companies so formed or to be formed either by acquiring the shares, stocks or other securities thereof or otherwise howsoever, and to exercise all or any of the powers of holders of shares, stocks or securities thereof, and to receive

and distribute as profits the dividends and interest on such shares, stocks or securities.

15. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

16. The business or purpose of the Corporation is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have power to conduct and carry on its said business, or any part thereof, and to have one or more offices, and to exercise any or all of its corporate powers and rights, in the State of Delaware, and in the various other states, territories, and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

The enumeration herein of the objects and purposes of this Corporation shall be construed as powers as well as objects and purposes and shall not be deemed to exclude by inference any powers, objects or purposes which this Corporation is empowered to exercise, whether expressly by force of the laws of the State of Delaware now or hereafter in effect or impliedly by the reasonable construction of the said laws.

ARTICLE IV

The total number of shares of stock which the Corporation is authorized to issue is one hundred (100) shares of Common Stock and the par value of each of such shares is Ten Dollars (\$10).

ARTICLE V

The minimum amount of capital with which the Corporation will commence business is One thousand Dollars (\$1,000.00).

ARTICLE VI

The name and place of residence of each of the incorporators is as follows:

<u>Name of Incorporator</u>	<u>Place of Residence</u>
L. R. Boland	Dover, Delaware
N. C. Dunning	Dover, Delaware
Z. A. Pool, III	Dover, Delaware

ARTICLE VII

The Corporation is to have perpetual existence.

ARTICLE VIII

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE IX

1. The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in the By-Laws, but shall not be less than three, and whenever the By-Laws do not specify the number of directors the number shall be three. Election of directors need not be

by ballot unless the By-Laws so provide.

2. The Board of Directors, in its discretion, may from time to time (a) declare and pay dividends in cash, in property, or in shares of the Corporation's capital stock, in the case of shares with par value at par, and in the case of shares without par value at such price as may be fixed by the Board of Directors, upon the shares of stock of the Corporation of any class out of any assets of the Corporation available for dividends; (b) use and apply any of its assets available for dividends in such amount as the Board of Directors in its absolute discretion may deem advisable, for working capital, for maintaining, improving or adding to the property of the Corporation, for expansion of its business, for purchasing or acquiring any shares of stock (including capital stock of the Corporation) in accordance with law, or for any other proper purpose; and (c) set apart out of its assets available for dividends such sum or sums as the Board of Directors in its absolute discretion may deem advisable as a reserve or reserves for contingencies, for equalizing dividends, for depreciation, for working capital, for maintaining, improving or adding to the property or business of the Corporation, or for any other purpose it may deem conducive to the best interests of the Corporation, and in its discretion at any time may increase, diminish or abolish any such reserve in the manner in which it was created. All such assets available for dividends, until actually declared as dividends, or used and applied as aforesaid, shall be conclusively deemed to have been set apart for

one or more of the purposes set forth in the foregoing clause (c); and, anything in this Certificate of Incorporation to the contrary notwithstanding, no holder of any share of stock of the Corporation of any class shall have any right to any dividend thereon unless such dividend shall have been declared by the Board of Directors as aforesaid.

3. The amount of the authorized stock of the Corporation of any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

4. No holder of any stock of the Corporation of any class now or hereafter authorized shall have any right as such holder (other than such right, if any, as the Board of Directors in its discretion may determine) to purchase, subscribe for or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities convertible into or exchangeable for any such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares, whether such shares, securities, warrants or other instruments be unissued or issued and thereafter acquired by the Corporation.

5. The Board of Directors of the Corporation shall have authority to authorize the issuance from time to time, without any vote or other action by the stockholders, of all or any shares of the stock of the Corporation of any class now or hereafter authorized, and any securities convertible into or

exchangeable for any such shares (whether such shares or securities be unissued or issued and thereafter acquired by the Corporation), in each case to such corporations, associations, partnerships, firms, individuals or others, and for such consideration and on such terms as the Board of Directors from time to time in its discretion lawfully may determine, without offering the same or any part thereof to the holders of any stock of the Corporation of any class now or hereafter authorized. In the discretion of the Board of Directors any such shares or securities may be offered from time to time to the holders of any class or classes of stock to the exclusion of the holders of any or all other classes of stock at the time outstanding.

6. The Corporation, upon vote of the Board of Directors, from time to time may grant rights or options to subscribe for, purchase or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized or any bonds or other obligations or securities of the Corporation. Such rights or options (a) may relate to such amounts of such securities, may be exercisable within such periods, or without limit as to time, at such price or prices and otherwise upon such terms and conditions and may confer such rights and privileges, (b) may be granted for such consideration and on such terms and conditions to such corporations, associations, partnerships, firms, individuals, or others or to the bearers or registered holders of warrants or other instruments evidencing such rights or options, and

(c) may be granted separately or in connection with the issuance of any bonds, debentures, notes or other evidences of indebtedness or shares of stock of the Corporation of any class now or hereafter authorized, or otherwise, all as the Board of Directors may determine. In the discretion of the Board of Directors any such rights or options may be granted from time to time to the holders of any class or classes of stock to the exclusion of the holders of any or all other classes of stock at the time outstanding. No vote or consent of the stockholders of any class or classes shall be necessary to authorize any such action by the Board of Directors.

7. The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders, as though it had been approved or ratified by every stockholder of the Corporation.

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

(a) Without the assent or vote of the stockholders, to make, alter, amend, change, add to, or repeal the By-Laws of this Corporation; except that no By-Law so made shall invalidate any prior act of the Board of Directors which would have been valid if no such By-Law had been made;

(b) To determine from time to time whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders;

(c) To mortgage, pledge, hypothecate and otherwise encumber all or any of the property of the Corporation, whether real, personal or mixed.

9. In addition to the powers and authorities hereinbefore or by statute expressly or by implication conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this Certificate, and to any By-Laws.

10. Both the stockholders and the Board of Directors shall have power to hold their meetings either within or without the State of Delaware, and the books of the Corporation (so far as not prohibited by the laws of said State) may be kept outside of the State of Delaware.

ARTICLE X

1. Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its Directors are members or employees or in which they are interested, or between the Corporation and any corporation or association of

which one or more of its directors are stockholders, members, directors, officers or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve or ratify such contract or transaction by a vote sufficient for that purpose, which may include the vote or votes of such director or directors. Such director or directors may also be counted in determining the presence of a quorum at such meeting.

2. Any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of the Corporation or of any corporation which he served as such at the request of the Corporation shall be indemnified by the Corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this paragraph.

ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 23rd day of May, 1957.

[Handwritten Signature] (L.S.)
J. T. Dunning (L.S.)
[Handwritten Signature] (L.S.)

In the Presence of:

[Handwritten Signature]

STATE OF DELAWARE }
COUNTY OF KENT } SS.:

BE IT REMEMBERED that personally appeared before me, F. K. Tuller, a Notary Public in and for the County and State aforesaid, L. R. Boland, N. C. Dunning, and Z. A. Pool, III, all the incorporators who signed the foregoing Certificate of Incorporation, known to me personally to be such, and I having made known to them and each of them the contents of said Certificate of Incorporation, they did severally acknowledge the same to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office this 23rd day of May, A. D. 1957.



Notary Public

