

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

VALLEY VENTURES, INC.

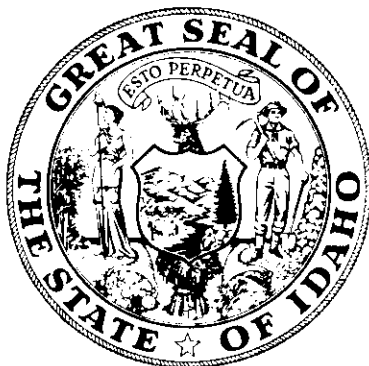
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

VALLEY VENTURES, 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 1, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Deb Smart*

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ARTICLES OF INCORPORATION

OF

VALLEY VENTURES, INC.

KNOW ALL PERSONS BY THESE PRESENTS: That, we the undersigned being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes herein-after stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I.

The name of the corporation shall be VALLEY VENTURES, INC..

ARTICLE II.

The purposes for which said corporation is formed are:

A. To buy, exchange, rent, repair, or otherwise acquire, sell, exchange, or otherwise dispose of real property or interests in real property.

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

C. To cause to be formed, merged or reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law, the formation, merger, reorganization or liquidation of any corporation, association or entity, domestic or foreign, either within or without the United States of America.

1 D. To generally engage in the business of buying, selling,
2 or otherwise dealing in notes, open accounts or other similar evi-
3 dences of debt, and any and all other forms of real, personal or
4 mixed property choses in action; to receive and accept transfers,
5 pledges, mortgages and conditional sales contracts and to deal with
6 the same as owner, lender, assignee, factor, or otherwise as a
7 means of security or of recovering money or property advanced, in-
8 vested, or loaned; to conduct investigations and credit or business
9 researches; and to repossess by legal process or otherwise for the
10 enforcement of any property rights, liens, or interest in property.

11 E. To borrow money and otherwise incur indebtedness without
12 limit as to amount, and to draw, make, accept, endorse, transfer,
13 assign, guarantee, execute and issue loans, debentures, notes,
14 checks, drafts, bills of exchange, negotiable instruments, and all
15 other instruments for the payment of money, negotiable or non-
16 negotiable, and whether secured or unsecured.

17 F. To conduct business in this state, other states, District
18 of Columbia, territories or colonies of the United States and in
19 foreign countries, and to have one or more offices and places of
20 business out of this state, and to acquire, receive, purchase,
21 lease, mortgage, dispose of and convey real or personal property
22 situated therein.

23 G. To purchase, insofar as the same may be done without im-
24 pairing the capital of the corporation, except as otherwise permit-
25 ted by law, and to hold, pledge and reissue shares of its own
26 capital stock; provided that such stock, while so acquired and held,
27 shall not be entitled to vote nor to receive dividends.

28 H. To have, exercise and enjoy all of the powers now or
29 hereafter granted to corporations organized under the laws of the
30 State of Idaho, and particularly all of the powers and privileges
31 granted to corporations by Chapter 1 of Title 30 of the Idaho Code,
32 and any present and future amendments thereto, and to do any act

1 or thing necessary or convenient for the transaction of the afore-
2 mentioned business purposes and the carrying into effect of any
3 and all of the aforesaid objects and purposes.

4 I. To enter into contracts or obligations of any type or
5 kind essential, necessary, convenient or proper to the transaction
6 of its ordinary business affairs, or for any of the objects and
7 purposes of the corporation. To appoint agents, subagents and
8 salesmen, and to enter into all necessary contracts with agents,
9 subagents and salesmen.

10 J. All of the foregoing provisions of this Article II are to
11 be construed both as objects and powers, and it is hereby expressly
12 provided that the enumeration herein of specific objects and powers
13 shall not be held to limit or restrict in any manner the general
14 powers of the corporation; provided, however, that nothing herein
15 contained shall be deemed to authorize or permit the corporation
16 to carry on any business or to exercise any power or to do any act
17 which corporations formed under the laws of the State of Idaho may
18 not carry on or do at the time. It is the intention that the pur-
19 poses, objects and powers specified in each of the paragraphs of
20 this Article II of these Articles of Incorporation shall, except
21 as otherwise provided, in no wise be limited or restricted by
22 reference or inference from the terms of any other clause or para-
23 graph in this Article, or of any other provision of these Articles
24 of Incorporation.

25 ARTICLE III.

26 The corporation shall have perpetual existence.

27 ARTICLE IV.

28 The location and post office address of the corporation's
29 registered office and primary office of business shall be at 912
30 12th Avenue South, Suite #B, Nampa, Idaho 83651; the registered
31 agent of the corporation is Van G. Bishop, Attorney at Law, of the
32 same address.

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ARTICLE V.

Stock. The total authorized number of par value shares of stock is 5,000 shares. The aggregate par value of the total authorized number of par value shares is NO PAR VALUE.

ARTICLE VI.

Directors. The number of directors constituting the initial Board of Directors is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Susan E. Foster	823 12th Avenue South, Nampa, Idaho 83651
Thomas G. Porter	1716 Beech, Caldwell, Idaho 83605
Van G. Bishop	912 12th Avenue South, Suite #B, Nampa, Idaho 83651

ARTICLE VIII.

The Board of Directors shall consist of three (3) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting the Board of Directors shall not be less than three nor more than seven. However, that where all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three, but not less than the number of stockholders.

ARTICLE IX.

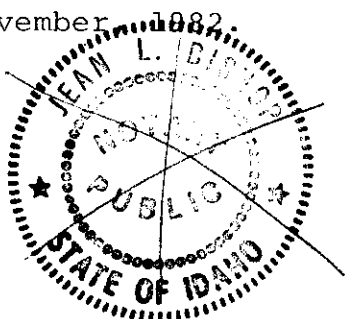
The Board of Directors, by a majority vote, shall have the power to adopt By-Laws, and to repeal and amend By-Laws.

ARTICLE X.

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall be in any way affected

1 or invalidated by the fact that any of the directors of the corpora-
2 tion are pecuniarily or otherwise interested in, or are directors
3 or officers of such other corporation; any director individually,
4 or any firm of which such director may be a member, may be a party
5 to, or may be pecuniarily or otherwise interested in, any contract
6 or transaction of the corporation, provided that the fact that he
7 or such firm is so interested shall be disclosed or shall have been
8 known to the Board of Directors; and the Director of the corpora-
9 tion who is also so interested, may be counted in determining the
10 existence of a quorum at any meeting of the Board of Directors of
11 the corporation which shall authorize such contract or transaction,
12 with like force and effect as if he were not such director or
13 officer of such corporation, or not so interested.

14 IN WITNESS WHEREOF, the undersigned incorporator of said
15 corporation has hereunto set his hand and seal this 2nd day of
16 November 1982



17 Susan Foster
18 SUSAN FOSTER

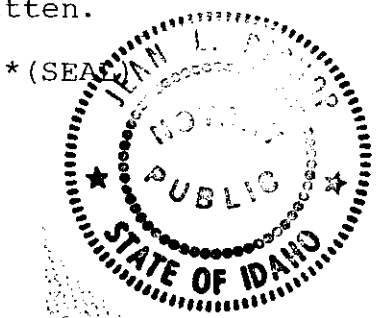
19 Thomas G. Porter
20 THOMAS G. PORTER

21 Van G. Bishop
22 VAN G. BISHOP

22 STATE OF IDAHO)
23) ss
23 County of Canyon)

24 On this 2nd day of November, 1982, before me, the undersigned,
25 a Notary Public in and for said State, personally appeared SUSAN
26 FOSTER, THOMAS G. PORTER, and VAN G. BISHOP, known to me to be the
26 persons whose names are subscribed to the foregoing instrument and
26 acknowledged to me that they executed the same.

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



30 Jean L. Bishop
31 NOTARY PUBLIC for Idaho
32 Residing at Nampa, Idaho