



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

PROGRESSIVE DEVELOPMENT, INC.

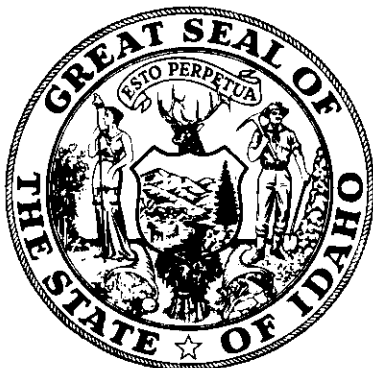
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PROGRESSIVE DEVELOPMENT, 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 August 13, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

HUG 12 8 21 1962

ARTICLES OF INCORPORATION
OF
PROGRESSIVE DEVELOPMENT, INC.

The undersigned, acting as an Incorporator under the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is PROGRESSIVE DEVELOPMENT, INC.

ARTICLE II

The purposes and objects for which said corporation is formed are as follows:

1. To sue and be sued, appear, complain and defend in any Court of law or equity, or before any board, commission or tribunal.

2. To have and use a corporate seal which may be altered at pleasure.

3. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation; and to purchase, guaranty, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the

United States, or of any other government, state, territory, governmental district or municipality or any instrumentality thereof.

4. To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.

5. To make By-Laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock and optionally to provide penalties for the breach thereof not exceeding TWENTY DOLLARS (\$20.00) for any one offense.

6. To issue shares and admit shareholders, and to sell their shares for the payment of assessments or installments.

7. To wind up and dissolve itself, or to be wound up and dissolved in the manner hereinafter provided.

8. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purpose of the corporation.

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

10. To be a promoter, partner, member, associate or manager of other business enterprises or ventures, or to the extent permitted in

any other jurisdiction, to be an incorporator of other corporations of any type or kind.

11. To borrow money for the purposes of the corporation, to issue bonds, notes and debentures and other evidence of indebtedness therefor, and to secure the same by mortgage or pledge of personal property including the income of said corporation or by mortgage of real property executed in trust or otherwise. All or any portion of the real or personal property may so be pledged, mortgaged or hypothecated.

12. To enter into any contract, cooperative agreement or profit sharing plan with its officers or employees the corporation may deem advantageous or expedient, or otherwise to pay or reward such person for his services as the Directors may deem fit.

13. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

14. To carry on any other business or to do anything in connection with the objects and purposes above-mentioned that may be necessary or proper to accomplish successfully or promote said objects and purposes of this corporation.

15. The foregoing clauses by reason of specific enumeration of powers shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

ARTICLE III

The principal office of the corporation in the State of Idaho will be 410 Sun Valley Road, Ketchum, Idaho. The registered agent is

Barry J. Luboviski, whose business address is 410 Sun Valley Road, Ketchum, Idaho, and the mailing address of said agent is P.O. Box 1172, Ketchum, Idaho.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The corporation shall have the authority to issue one thousand (1,000) shares of capital stock, all of one class, with each share having a par value of ONE DOLLAR (\$1.00).

ARTICLE VI

The number of Directors constituting the initial Board of Directors and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until his successors are elected and shall qualify is:

Stephen Riley
P.O. Box 675
Hailey, Idaho 83333

ARTICLE VII

The name and address of the Incorporator hereof is:

Stephen Riley
P.O. Box 675
Hailey, Idaho 83333

ARTICLE VIII

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized and empowered:

1. To make, alter, amend and repeal the By-Laws subject to the power of the Stockholders to alter or repeal the By-Laws made by the Board of Directors.

2. No Stockholder shall have the right to inspect any of the accounts, books, or documents of the corporation except as permitted by Idaho law, unless and until authorized to do so by resolution of the Board of Directors or of the stockholders of the corporation.

3. To authorize and issue without stockholder consent obligations of the corporation, secured and unsecured, under such terms and conditions as the Board in its sole discretion may determine, and to pledge or mortgage as security therefor any real or personal property of the corporation, including after-acquired property.

4. To determine whether any, and if so what part, of the earned surplus of the corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition of any other earned surplus.

5. To fix the amount of the profits of the corporation to be reserved as working capital or for any other lawful purpose.

6. To establish bonus, profit sharing, stock option, or other types of incentive compensation plans for the employees, including Officers and Directors of the corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations.

7. To designate committees consisting of one or more Directors, which to the extent permitted by law and authorized by resolution or By-Laws, shall have and may exercise the powers of the Board.

8. To provide for the reasonable compensation of its own members by By-Law, and to fix the terms and conditions upon which such compensation will be paid.

9. In addition to the powers and authority hereinafter or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such things and acts as may be exercised or done by the corporation, subject nevertheless to the provisions of the laws of the State of Idaho, of these Articles of Incorporation, and of the By-Laws of the corporation.

ARTICLE IX

All other matters of management and control of the corporation, including but not limited to the setting of Directors' meetings and Stockholders' meetings and the authority and duties of each of the Officers of the corporation, shall be determined by the By-Laws of this corporation and the laws of the State of Idaho.

ARTICLE X

These Articles may be amended in any respect conformable to the laws of the State of Idaho by a vote of two-thirds of the Stockholders entitled to vote in a meeting of Stockholders called for that purpose and prescribed by law.

DATED this 4 day of Aug., 1981.

Stephen F. Riley
STEPHEN RILEY