

State of Idaho

Department of State

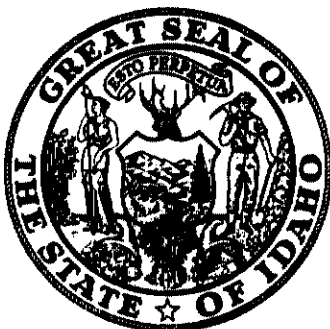
CERTIFICATE OF INCORPORATION OF

EVERGREEN LAND 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 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: May 5, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Taylor*

RECEIVED
ARTICLES OF INCORPORATION OF STATE

OF 93 MAY 5 AM 8 31
EVERGREEN LAND CO.

* * * * *

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being a natural citizen of full age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, does hereby certify as follows:

ARTICLE I

The name of the Corporation shall be **EVERGREEN LAND CO.**

ARTICLE II

The Corporation's purposes are to conduct whatever business or to perform whatever actions are allowed by the State of Idaho for profit corporations.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the Corporation's registered office in this state shall be: 160 2nd Street East, P. O. Box 5977, Ketchum, Idaho, 83340. That **MARTIN E. SMITH** shall be the registered agent, whose address is 160 2nd Street East, P. O. Box 5977, Ketchum, Idaho, 83340.

ARTICLE V

The total number of shares which the Corporation is

authorized to issue is 1000 shares. Said stock shall be no par value stock.

ARTICLE VI

The name and post office address of the incorporators and the number of shares subscribed by them are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
MARTIN E. SMITH	P. O. Box 5977, Ketchum, ID 83340	100
HEIDI B. SMITH	P. O. Box 5977, Ketchum, ID 83340	100

The above named incorporators shall also be two of the initial Directors.

ARTICLE VII

The Board of Directors shall consist of two Directors. During the term of their office, or thereafter, the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the Board of Directors shall not be more than four or less than one.

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors shall be elected and qualified are as follows:

MARTIN E. SMITH	P. O. Box 5977 Ketchum, ID 83340
HEIDI B. SMITH	P. O. Box 5977 Ketchum, ID 83340

ARTICLE VIII

The power to appeal and amend the By-Laws and adopt new

By-Laws is hereby conferred upon the Directors, as well as on the shareholders, to be exercised by such vote of the Directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

ARTICLE IX

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration that the Board of Directors shall determine.

ARTICLE X

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capitol stock of such corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or office of such other corporation and not so interested.

XI.

Pursuant to Idaho Code § 54-2028 Martin E. Smith, President of the corporation, shall be the designated broker it being understood that Martin E. Smith presently holds a valid Idaho Broker's License.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 28 day of April, 1993.

Martin E. Smith
MARTIN E. SMITH

Heidi B. Smith
HEIDI B. SMITH

STATE OF IDAHO)
) ss.
County of Blaine)

On this 28th day of April, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared MARTIN E. SMITH, known to me to be the President of EVERGREEN LAND CO., who executed the foregoing instrument and acknowledged to me that such corporation executed the same.

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

Lisa K. Shaffer
Notary Public for State of Idaho
Residing at Ketchum, ID, therein.
Commission Expires: 06/28/97

STATE OF IDAHO)
County of Blaine) ss.

On this 28th day of APRIL, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared HEIDI B. SMITH, known to me to be the Secretary of EVERGREEN LAND CO, who executed the foregoing instrument and acknowledged to me that such corporation executed the same.

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

Lisa K. Guller
Notary Public for State of Idaho
Residing at KETCHUM, ID, therein.
Commission Expires: 06/28/97

IDAHO SECRETARY OF STATE
19930505 0900 72352 2
CK #: 3077 CUST# 1
CORPORATIO 10 60.00= 60.00

**