

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

H-P 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: April 17, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *Janie Chadwick*

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ARTICLES OF INCORPORATION

H-P PROPERTIES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the under-
signed, all being competent citizens of the United States of
America, and all having reached the age of majority, have this
day voluntarily associated ourselves together for the purpose of
forming a corporation under and pursuant to the laws of the State
of Idaho, and we do hereby certify as follows:

I.

That the corporate name of this corporation shall be:
H-P PROPERTIES, INC.

II.

That the purposes and objects for which this corporation
is formed are as follows:

(a) purchasing and management of real property.

(b) To purchase all equipment necessary to operate the
business.

(c) To borrow money for the purpose of this
corporation. To issue notes or other evidences of indebtedness
therefore, 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 portions of the real or personal property of the
corporation may be so pledged, mortgaged or hypothecated.

(d) To build any or all buildings, or structures, or
improve or change any real property owned or leased by said
corporation when such action may be necessary or convenient for
the conduct of the business of the corporation, or to remove or
to waste any and all real property held or issued by the
corporation as may become necessary, essential or merely
convenient for the conduct of said corporation.

(e) To enter into any contract, co-operative agreement,
profit sharing plan, retirement plan with its officers and
employees as the corporation may deem advantageous or expedient,
or enter into any relationship or contract for compensation of
said officers or employees, or otherwise to reward or pay such
persons for their services as the Directors may deem fit.

(f) To exercise generally the powers customarily exercised by business corporations, and particularly to exercise all powers provided by the laws of the State of Idaho, in any State in the United States and throughout the world, and also to incorporate or qualify to do business in any State of the United States or any country throughout the world.

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

III.

This corporation shall have perpetual existence.

IV.

The principal place of business shall be 8090 N. Pennsylvania Avenue, Fruitland, Idaho 83619, and the location and mailing address of the Corporation shall be P.O. Box 706, Fruitland, Idaho 83619, and the registered agent BRUCE A. PETERSON, of 1720 North 24th, Fruitland, Idaho 83619.

V.

That the authorized capitalization of this corporation shall consist of one class of 50,000 shares of voting class "A" common stock, which shall have a stated value of ONE (\$1.00) DOLLAR per share.

VI.

The corporate powers of said corporation shall be vested in the Board of Directors, Two in number. The By-Laws of this corporation may be amended by a simple majority of the Board. The names and addresses of the first Board of Directors are as follows: BRUCE A. PETERSON of 1720 North 24th, Fruitland, Idaho 83619; J. MICHAEL HANIGAN of 438 South 12th Street, Payette, Idaho 83661.

VII.

Should any provision of these Articles be found to violate any state or federal law, the remaining provisions shall constitute the Articles of Incorporation.

VIII.

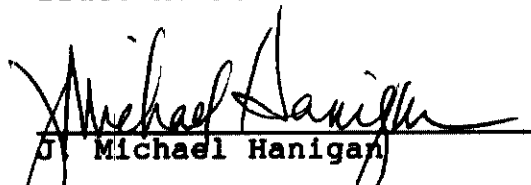
The corporate stock of said corporation, at the date of incorporation, is subscribed as follows: BRUCE A. PETERSON 500 shares; and, J. MICHAEL HANIGAN 500 shares.

IX.

The incorporators are as follows, to-wit: BRUCE A. PETERSON of 1720 North 24th, Fruitland, Idaho 83619, J. MICHAEL HANIGAN of 438 South 12th Street, Payette, Idaho 83661.

We, the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing and, to the best of our knowledge and belief, it is true, correct and complete.

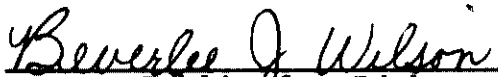

Bruce A. Peterson


J. Michael Hanigan

STATE OF IDAHO)
 : ss.
County of Payette)

On this 16 day of April, 1992 before me, the undersigned, a Notary Public in and for said State, personally appeared, BRUCE A. PETERSON, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same

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


Notary Public for Idaho
Residing at Payette, Idaho
My Commission Expires: 1-15-94

STATE OF IDAHO)
 : ss.
County of Payette)

On this 16 day of April, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared, J. MICHAEL HANIGAN, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same.

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

Beverlee J. Wilson
Notary Public for Idaho
Residing at Payette, Idaho
My Commission Expires: 1-15-94