

# State of Idaho

## Department of State

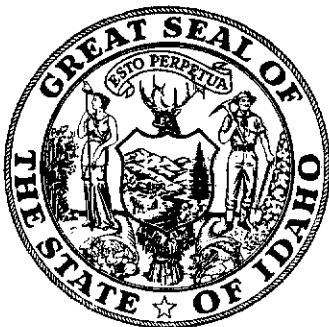
### CERTIFICATE OF INCORPORATION OF

MAGNUSON PROPERTIES CORPORATION  
File number C 113166

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: December 28, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Cara Seibel*

**ARTICLES OF INCORPORATION  
OF  
MAGNUSON PROPERTIES CORPORATION**

Dec 28 10 06 AM '95  
SECRETARY OF STATE  
STATE OF IDAHO

H. JAMES MAGNUSON, being over the age of eighteen (18) years of age and a citizen of the United States of America, for the purpose of forming a corporation under the Idaho Business Corporation Act, adopts the following articles of incorporation.

**ARTICLE I**

The name of this corporation shall be **MAGNUSON PROPERTIES CORPORATION.**

**ARTICLE II**

The duration of this corporation shall be perpetual.

**ARTICLE III**

The purpose for which this corporation is organized is to own and manage real estate and to enter into any written or oral contract or to buy, sell, bargain, trade, convey, hire, rent, lease or in any other way, acquire, disburse, obtain or release or provide, with or without written or oral contract or by any other lawful means, any form of personal property or services, without exception, and any form of real property, from or to any person, persons or entities, or any group, organization, governmental authority or business, at any time or in any place, anywhere without

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exception and transact any and or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

#### **ARTICLE IV**

This corporation shall have the authority to issue One Million (1,000,000) shares of capital stock of the par value of One Dollar (\$1.00) per share. There shall be no other class or shares of stock in this corporation.

#### **ARTICLE V**

The owners of shares of stock of this corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.

#### **ARTICLE VI**

The Board of Directors shall have full power to adopt, alter, amend or repeal the bylaws or adopt new bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

#### **ARTICLE VII**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter

prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.

#### **ARTICLE VIII**

The address of the registered office of this corporation is 413 Cedar Street, Wallace, Idaho 83873 and the name of its registered agent at such address is H. F. Magnuson.

#### **ARTICLE IX**

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the bylaws, but the number of the first directors shall be one (1) and shall serve until the first meeting of shareholders and until successors are elected and qualified. The name and post office address of the first director is as follows:

**NAME**

**ADDRESS**

H. James Magnuson

816 Sherman Avenue  
Coeur d'Alene, Idaho 83814

#### **ARTICLE X**


The name and post office address of the incorporator of this corporation is as follows:

**NAME**

**ADDRESS**

H. James Magnuson

P.O. Box 2288  
Coeur d'Alene, Idaho 83816

  
H. JAMES MAGNUSON

On this 27th day of December, 1995, before me, the undersigned, a Notary Public for Idaho, personally appeared H. JAMES MAGNUSON, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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