



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

NAMPA DEVELOPMENT CORPORATION

was filed in the office of the Secretary of State on the **5th** day of **February** A.D., One Thousand Nine Hundred **Seventy** and **will be** /duly recorded on ~~Microfilm~~ **Microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Nampa** in the County of **Canyon**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **5th** day of **February**, A.D., 19 **70**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
NAMPA DEVELOPMENT CORPORATION

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

ARTICLE I.

The name of this corporation is "Nampa Development Corporation".

ARTICLE II.

The purposes for which said corporation is formed are:

- a. To promote, establish and encourage industrial, commercial and business interests in or near the City of Nampa, and for such purposes to cooperate financially or otherwise with any person, firm, corporation, partnership or association incorporated or unincorporated and whether domestic or foreign.
- b. To transfer by sale, exchange, gift or otherwise any of the property of the corporation in such manner as may be deemed advisable to carry out any of the corporate purposes.
- c. Directly or through ownership of stock in any corporation or by joint venture with such corporation, or with any person or persons or unincorporated association to purchase, lease, exchange or otherwise acquire real and personal property of every kind, or any interest therein or to take or give option upon the same, to erect, construct, maintain, improve, rebuild, alter, manage, operate and control all kinds of buildings, houses, hotels, apartments, stores, offices, warehouses, mills, shops, factories, machinery and plants, and all structures or erections of any description on any lands,

whether owned, held or leased by corporation or otherwise, and to lease or sub-let the same or any part thereof, and to mortgage, encumber, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any such property, rights or interests.

d. To purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, pledge, hypothecate, deal in and dispose of commodities, building materials and all other personal and real property of every kind and any interest therein.

e. To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, mortgages, sheriff's certificates of sale, and all other evidences of indebtedness and obligations or securities of any corporation, partnership or entity or person, domestic or foreign, or of any domestic or foreign state, government or political subdivision thereof.

f. To borrow or raise money for any of the purposes of the corporation, and from time to time without limit as to amount to draw, make, accept, endorse, execute, issue and grant promissory notes, drafts, bills of exchange, warrants, options, bonds, debentures and any other negotiable or non-negotiable instruments, evidences of indebtedness or of security, and to execute mortgages or other security instruments of any kind.

g. To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets and liabilities of any person, firm, business, unincorporated association or corporation carrying on any industrial, commercial or other business in the City of Nampa or elsewhere, and to hold, utilize, manage, operate and in any manner dispose of the rights and property so acquired.

h. To enter into any lawful arrangements for share in profits, union of interest, reciprocal concession, or cooperations with any corporation, partnership, individual, governmental, municipal or public authority, domestic or foreign in the carrying on of any business which the corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to the carrying out of any of the purposes of the corporation.

i. To enter into and make all necessary contracts for its business with any person, entity, partnership, unincorporated association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts.

j. To exercise all or any of the corporate powers and to carry out all or any of the purposes enumerated herein, or otherwise granted or permitted by law while acting as agent, nominee or attorney-in-fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, unincorporated association, partnership, firm, individual or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen or extend the property and commercial interest thereof and to aid, assist or participate in any lawful enterprise in connection therein or incidental to such agency, representation or service, and to render any other service or assistance insofar as it may lawfully do.

k. To bid upon and purchase at foreclosure or at any other sale, public or private, real or personal property, or any rights or interest therein.

l. To lay out, grade, pave and dedicate roads, streets, avenues,

highways, alleys, courts, paths, walks, parks and playgrounds.

m. To purchase, hold, sell, exchange or transfer or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such an extent and in such manner and upon such terms as its board of directors shall determine, provided, however, that shares of its own capital stock belonging to this corporation shall not be voted upon directly or indirectly.

n. To conduct business in any state or foreign country, and to maintain offices therein, subject to the laws of such jurisdiction.

o. To accept by gift in every manner any and all types of property, rights, estates and all evidences thereof.

p. To utilize any property of the corporation in any manner to which the same may be adapted, and for this purpose to operate and conduct, for profit or otherwise, any business or occupation necessary, proper or convenient for the utilization thereof.

q. To own real and personal property of every kind or description whatsoever, or any interest or right therein; and to manage, control, use and deal with the same in any manner not prohibited by law.

Nothing herein contained shall be deemed or construed as authorizing or permitting or purporting to authorize or permit the corporation to carry on any business, exercise any power or do any act which the said corporation may not by law lawfully carry on, exercise or do.

The purposes and powers specified in the clauses contained in this article are to be construed both as purposes and powers and shall, except when otherwise expressed in this article, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this or of any other article herein

contained, but each of the purposes and powers specified in this article shall be regarded as independent purposes and powers, and the specification herein contained of particular powers is not intended to be, and shall not be held to be in limitation of the general powers herein contained, or in limitation of the powers granted to corporations under the laws of the State of Idaho, but is intended to be and shall be held to be in furtherance thereof.

ARTICLE III.

The aggregate par value of the capital stock of this corporation shall be \$100,000.00 divided into 1,000 shares of the par value of \$100.00 each.

ARTICLE IV.

This corporation shall have perpetual existence.

ARTICLE V.

The location and post office address of the registered office of this corporation is 112½ 12th Avenue South, Nampa, Canyon County, Idaho.

ARTICLE VI.

The board of directors of this corporation shall consist of nine members or such number as shall be fixed from time to time by the By-Laws, and the By-Laws may provide the manner of election of the directors, their qualifications and the terms of office to be held by them.

ARTICLE VII.

The capital stock of this corporation shall be non-assessable; and the property of the shareholders in this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

ARTICLE VIII.

The name and post office address of each of the incorporators

and the number of shares of stock subscribed by each is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Preston Capell	Nampa, Idaho	1
John H. Brandt	Nampa, Idaho	1
August H. Schade	Nampa, Idaho	1

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 4th day of February, 1970.

Preston Capell
A. H. Schade
John H. Brandt

State of Idaho :
County of Canyon :
 ss.

On this 4 day of February, 1970, before me, the undersigned, a notary public in and for said State, personally appeared PRESTON CAPELL, JOHN H. BRANDT and AUGUST H. SCHADE, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they 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.

Larry E. Schaller
Notary Public for Idaho
Residing at Nampa, Idaho

(SEAL)