

99308

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CENTRAL IDAHO EQUITIES, 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: August 26, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION
OF
CENTRAL IDAHO EQUITIES, INC.

AUG 26 9 14 AM '92
SECRETARY OF STATE

I, the undersigned natural person of the age of 21 years or more, acting as incorporator under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I. The name of the corporation is CENTRAL IDAHO EQUITIES, INC., and its duration shall be perpetual.

ARTICLE II. The initial registered office of the corporation in the State of Idaho is 2413 S. Swallowtail Lane, Boise, Idaho 83706 and the initial registered agent for the corporation is Stan Potts.

ARTICLE III. The purpose and powers of the corporation are:

1. To engage in the business of real estate development.
2. To engage in any lawful activity for which corporations may be organized under Idaho Code, Chapter 30.

3. To engage in any lawful activity and to do anything in the operation of this corporation or for the accomplishment of any of its purposes or for the exercise of any power herein set forth which shall appear necessary or beneficial to this corporation in connection therewith.

ARTICLE IV. The amount of total authorized capital of this corporation shall be:

1. 100 shares of common stock at no par value.
2. No shareholder shall have the preferential or preemptive right to subscribe for or purchase any stock of any class, any

rights, warrants or options with respect thereof, or any obligation convertible unto or exchangeable for any such stock or other security whether out of unissued stock or other securities or out of stock or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

3. Each shareholder shall have one vote for each share held of record on all matters submitted for shareholder approval. No shareholder shall be entitled to cumulate his votes for election of directors.

ARTICLE V. The members of the governing board shall be known as directors, and the number thereof shall be fixed by the bylaws of this corporation. The initial board of directors shall consist of (1) director, whose name and address are:

STAN POTTS

2413 S. Swallowtail Lane
Boise, Idaho 83706

ARTICLE VI. The corporation shall indemnify, exonerate, reimburse or defend any presenter, former director, officer, employee, affiliate, agent or contractor of this corporation for expenses, claims, liabilities, indebtedness, penalties, damages or injury incurred by or caused by them in such capacity, except for their own negligence, knowing unauthorized acts or defalcations not ratified, confirmed or adopted or the benefit thereof received by this corporation.

ARTICLE VII. No shares of stock of this corporation shall be transferred by any shareholder other than in conformance with the provisions of the bylaws and the buy-sell agreement executed by and between the shareholders of this corporation.

ARTICLE VIII. The name and post office address of the incorporator signing the Articles of Incorporation are:

STAN POTTS

2413 S. Swallowtail Lane
Boise, Idaho 83706

The Articles of Incorporation have been adopted and executed on this 25th day of August, 1992.

Stan Potts
STAN POTTS

STATE OF OREGON)
 : ss.
County Malheur)

STAN POTTS, having been first duly sworn, deposes and says: He is the incorporator named in the foregoing Articles of Incorporation and has executed the same; that the statements therein contained are true as he verily believes.

Stan Potts
STAN POTTS

SUBSCRIBED and SWORN to before me this 25th day of August, 1992.

Rennie Wong Woo
Notary Public for Oregon
Residing at: Ontario, OR
My Comm. Exp.: 2/24/96

