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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SPRING CREEK, 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: February 19, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sherge Reuker*

ARTICLES OF INCORPORATION

OF

SPRING CREEK, INC.

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SECRETARY OF STATE

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IDAHO SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for this corporation:

I.

The name of this corporation shall be Spring Creek, Inc.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The address of the initial registered office of this corporation is Unit B-12, 10th Street Center, Ketchum, Idaho 83340 or P.O. Box 41, Ketchum, Idaho 83340 and the name of the initial registered agent at such address is Thomas P. Ziegler.

IV.

The nature of the business and the object and purpose of this corporation shall be as follows:

- (a) Real estate development; and
- (b) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V.

That the total authorized number of par value shares of this corporation shall be 100,000 each of a par value of \$ 0 (no par

value), and of the aggregate par value of \$ 0, which said shares shall be common stock and shall not be subject to assessment.

VI.

The name and post office address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Thomas P. Ziegler	P.O. Box 41 Ketchum, Idaho 83340

VII.

The first Board of Directors shall consist of two (2) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws.

The following persons are named directors of the corporation to serve until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
Kenneth R. Ziegler	118 S. Dianthus Street Manhattan Beach, CA 90266
Thomas P. Ziegler	Unit B-12, 10th Street Center Ketchum, Idaho 83340

VIII.

All or any meetings of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho.


IN WITNESS WHEREOF, I have signed duplicate originals of
these Articles of Incorporation this 18 day of Feb,
1993


Thomas P. Ziegler, Incorporator

STATE OF IDAHO)
County of BLAINE) ss.

On this 18 day of FEBRUARY, 1993, before me,
the undersigned, a notary public in and for said state, personal-
ly appeared Thomas P. Ziegler known to me to be the person whose
name is subscribed to the foregoing Articles of Incorporation,
and acknowledged to me that he 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.


Notary Public for Idaho
Residing at KETCHUM, ID
Commission Expires 9-10-93