

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PARTNERS OF THE RAINBOW, INC.

File number C 110366

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 26, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

L. Dumas

ARTICLES OF INCORPORATION

OF

PARTNERS OF THE RAINBOW, INC.

The undersigned, being over the age of eighteen (18) years, as Incorporator of a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I **NAME**

PARTNERS OF THE RAINBOW, INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III **PURPOSE**

The corporation is organized for the following purposes:

(a) To develop new residential, commercial, and recreational projects and to revitalize existing properties for their potential marketing to individuals and investor groups.

(b) To carry on any other lawful business whatsoever in connection with the foregoing which is calculated, directly or indirectly, to promote the interests of the corporation organized under the Idaho Business Corporation Act; including any amendments thereto or successor statute that may hereinafter be enacted.

ARTICLE IV

The corporation is authorized to issue 250,000 shares of common stock. There shall be one class of stock with a par value of \$1.00 per share.

ARTICLE V **RESTRICTION OF SHAREHOLDER RIGHTS**

Shareholders of this corporation shall have pre-emptive rights to acquire additional shares offered for sale by the corporation and shall have the right to accumulate votes in the election of Directors.

IDAHO SECRETARY OF STATE
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CK #: 367 CUST# 46166

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ARTICLE VI
REGISTERED OFFICE, AGENT

The address of the initial registered office for the corporation is: 2484 Rock Creek Road, Hansen, Idaho 83334. The agent is June Murdock.

ARTICLE VII
DIRECTORS

The number of Directors of the corporation will be fixed by the Bylaws and may be changed from time to time by amendment of the Bylaws.

ARTICLE VIII
CONTRACTS IN WHICH DIRECTORS ARE INTERESTED

Any contract or other transaction between this corporation and one or more of its Directors, or between this corporation and any corporation, firm, association, or other entity of which one or more of its directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors which acts upon such contract or transaction and notwithstanding his or their participation in such action, by voting or otherwise, even though his or their presence or vote, or both, might have been necessary to obligate this corporation upon such contract or transaction; provided that the fact of such interest shall be disclosed to or known by the Directors acting on such contract or transaction.

ARTICLE IX
INDEMNIFICATION OF DIRECTORS

This corporation shall indemnify any director or officer of the corporation against judgment, fines, settlements, and reasonable expenses actually incurred by him or her in connection with the defense of any action, suit, or proceedings, civil or criminal, in which said person has been made a party by reason of being or having been such director or officer.

ARTICLE X
BY-LAWS

The Board of Directors shall have the power to adopt, amend or repeal the By-Laws of this corporation, subject to the powers of the shareholders to amend or repeal such By-Laws.

ARTICLE XI
AMENDMENTS OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend or repeal, by the affirmative vote of the holders of two-thirds (2/3) of the shares entitled to vote thereon, any of the provisions

contained in these Articles of Incorporation, and the rights of the shareholders of this corporation are granted subject to this reservation.

ARTICLE XI
INCORPORATION

The name and address of the incorporator is: Lance Holien, 2484 Rock Creek Rd., Hansen, Idaho 83334.

The name and address of the Directors of the corporation are: Cherie Holien, Director and Lance Holien, Director of 2484 Rock Creek Road, Hansen, Idaho 83334.

DATED this 14th day of April, 1995.


Lance Holien

STATE OF IDAHO
COUNTY OF TWIN FALLS } ss.
On APRIL 20, 1995, before me, the undersigned, a Notary Public
in and for said State, personally appeared LANCE HOLIEN

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same.

WITNESS my hand and official seal.

Signature Shelly A COOKE (This area for official notarial seal)
Residing at: TWIN FALLS, ID.
Commission Expires: 5/20/2000

CONSENT TO SERVE AS REGISTERED AGENT

I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

4-14-95
Date

June Murdock
Signature of Agent

209 South Bracken St.
Twin Falls, Idaho 83301