

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

SPEPS, INC.

was filed in the office of the Secretary of State on the **Twenty-third** day of **December** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **126** 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 **Orofino** in the County of **Clearwater.**

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 **23rd** day of **December**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

of

SPEPS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, persons of the age of twenty-one years or more, and being all citizens of the United States of America, and residents thereof, and residents of the State of Idaho, do hereby voluntarily associate ourselves for the purpose of forming a corporation, in conformity with the laws of the State of Idaho, and for the purposes hereinafter set forth, do hereby adopt articles of incorporation as follows:

ARTICLE I

(NAME)

The name of this corporation shall be SPEPS, INC.,

ARTICLE II

(LOCATION AND POST OFFICE ADDRESS)

The location and post office address of the registered office of the corporation in the State of Idaho is at Orofino, County of Clearwater, State of Idaho.

ARTICLE III

(DURATION)

The term of existence of this corporation shall be perpetual from the date of filing of the Articles of Incorporation

in the office of the Secretary of State of the State of Idaho.

ARTICLE IV

(PURPOSES)

1. To purchase or in anywise acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements and any other real property of any kind or tenure or any interest therein, and any property works or undertakings connected with the use or development of any property of the Company within the State of Idaho, and within any other State or Territory of the United States; and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, of other obligations of the Company; and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the Company.

To manage, improve, develop and to turn to account any land or contracts for purchase or sale of lands acquired by the Company, or in which the Company is interested, and, in particular, laying out townsites, establishing towns, and improving the same by laying out and preparing the same for building purposes, construction, altering and improving buildings thereon, and by planting, paving, draining, irrigating, cultivating, letting on building lease or building agreement, and by advancing money to, making subscriptions for, and entering into contracts and arrangements of all kinds with buildings, tenants and others.

To apply for, procure and take out patents of the United States of America upon any lands in which the corporation may have any interest.

To construct, maintain, and operate railroads, tunnels, bridges, viaducts and like works of internal improvement or public use or utility within the State of Idaho, and in the other States or Territories of the United States of America; to acquire, construct, maintain and operate, control and manage any water works, irrigation works, gas works, reservoirs, streets, roads, electric power, heat and light supply works, hotels, parks and other works and conveniences which the Company may think directly or indirectly, conducive to these objects and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof; to obtain, accumulate, store, conduct, sell, furnish and supply water for irrigation, agricultural, mining, manufacturing, power, municipal and domestic purposes, and take, hold, operate, lease and convey lands, canals, ditches, reservoirs, dams, water rights and water power, properties and appurtenances, and to construct canals, ditches, reservoirs, and dams suitable for and incident to any and all such purposes.

To encourage, assist and stimulate immigration to and settlement upon any lands owned by this Company, or in which it may have any interest, by subscription, donation, loan, or in such other manner and by such means as to the Board of Directors

may seem desirable, and to facilitate and assist in the cultivation and improvement of the same.

2. To acquire by purchase, lease, or otherwise, lands and interests in lands, to own, hold, improve, develop, and manage any lands so acquired for the purpose of conducting thereon a general trailer park business and for the purpose of renting, leasing and letting such lands, whether improved or unimproved, for the conduct of any lawful business, trade, or occupation, customarily associated with trailer parks.

3. To acquire, own, operate and develop camping and outing resorts; to take over the stock and property of other companies if deemed advisable; to lease or purchase grounds necessary for the conduct to the business, and to engage in the buying and selling of merchandise at such profits as it may deem advisable; and for the transaction of all other business incidental thereto not inconsistent with the law.

4. To acquire, own, operate and develop land for the purpose of sewage disposal; to purchase or lease all land, fixtures and equipment necessary to such operation; to sell, lease, or convey land or interests in land, or services of a sewage disposal plant to any or all persons chosen by the Directors, and to transact all other business incidental thereto not inconsistent with the law.

5. To buy, sell, export, import, lease, exchange and generally deal in all types of machinery and equipment of every kind and description, and to act as agent for others in or for all or any kind of said purposes.

6. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade and deal in and with, goods, wares, merchandise and real and personal property of every class and description.

7. To make, perform and carry out contracts of every kind and description pertaining to the purposes of this corporation and for any lawful purpose as necessary and expedient there- to with any person, firm, association or corporation. To borrow or raise money without limit as to amount by negotiable or transferable instruments or otherwise. To make and perform contracts of every kind and description in carrying out the business of the corporation or for the purpose of obtaining or furthering any of its objects.

8. The objects for which this corporation is formed are to do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principal, agent, through agencies, licensees, or otherwise and in furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho.

ARTICLE V

(AMOUNT OF CAPITAL STOCK)

The total authorized number of par value shares of stock is ten thousand (10,000). Each share shall have one (1) vote. The aggregate par value of the total authorized number

of par shares of stock is Ten Thousand Dollars (\$10,000.00). Such shares shall be considered common stock and there shall be no preferred stock.

ARTICLE VI

(NAME AND ADDRESSES OF INCORPORATORS)

The name and post office address of each of the incorporators and the number of shares of stock subscribed to each are as follows:

Harold Stoddard, Orofino, Idaho	2,000 shares
Les Ponozzo, Orofino, Idaho	2,000 shares
Vern Ehlinger, Orofino, Idaho	2,000 shares
Don Ponozzo, Orofino, Idaho	2,000 shares
William Shields, Orofino, Idaho	2,000 shares

ARTICLE VII

(DIRECTORS)

The corporation shall have three (3) directors, who shall at all times be citizens of the United States of America; the names and addresses of said directors who shall manage the business of the corporation until the first shareholders meeting are:

Harold Stoddard, Orofino, Idaho
Les Ponozzo, Orofino, Idaho
Vern Ehlinger, Orofino, Idaho

ARTICLE VIII

(PROVISIONS FOR BY-LAWS)

The corporation shall be governed by a duly adopted code of By-Laws which By-Laws shall not be inconsistent with the provisions of these Articles of Incorporation, nor inconsistent

with the laws of the State of Idaho; the meeting of the corporation shall be held and said By-Laws shall be adopted in accordance with the provisions of the State of Idaho after the issuance by the Secretary of State, of said State, of the Certificate of Incorporation.

ARTICLE IX


(AMENDMENT OF ARTICLES OF INCORPORATION)

These Articles of Incorporation may be amended by majority vote of the stock issued at any regular meeting, or at a special meeting called for that purpose by a majority of the Board of Directors, after thirty (30) days notice to all holders of stock, which notice shall be in conformance with the statutes of the State of Idaho, made and provided therefor.

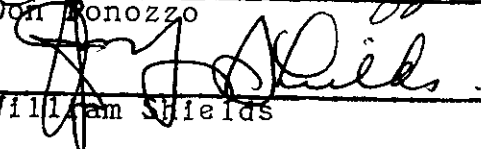
IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators hereinabove named, have hereunto set our hands and seals as of the 5th day of December, 1963.


Harold Stoddard


Les Ponzoso


Vern Ehlinger


Don Ponzoso


William Shields

STATE OF IDAHO)
County of Clearwater } ss.

On this 24 day of December, 1963, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared HAROLD STODDARD, LES PONOZZO, VERN EHLINGER, DON PONOZZO and WILLIAM SHIELDS, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Lucile A. Rusten
Notary Public in and for the State of
Idaho, residing at Orofino, Idaho