



CERTIFICATE OF INCORPORATION
OF

HIGH COUNTRY ESTATES, INC.

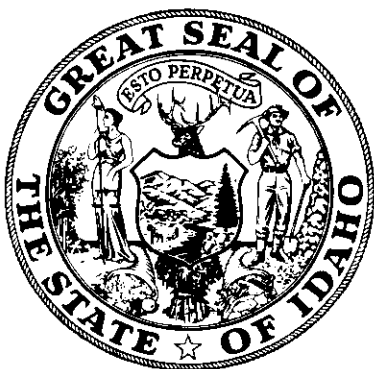
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

HIGH COUNTRY ESTATES, INC.,

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 October 24, 19 79.



SECRETARY OF STATE

Corporation Clerk

FILED

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ARTICLES OF INCORPORATION SECRETARY OF STATE

HIGH COUNTRY ESTATES, INC.

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

ARTICLE I

The name of the corporation shall be HIGH COUNTRY ESTATES, INC.

ARTICLE II

The corporation's purposes are:

- (1) To enter the land development business, including the purchase, sub-dividing and resale of real property, and all other activities related directly or indirectly to the purchase, holding, leasing, selling of real property.
- (2) To provide services of all kinds with regard to the business described in Paragraph (1) above.
- (3) To lease, sell, buy, own, mortgage, hypothecate or otherwise deal in real property of all descriptions.
- (4) To act as partner or participate in a joint venture involving any transactions.
- (5) To engage in any business related or unrelated to that described in this Article, and from time to time to enter into such businesses as are authorized or approved by the Board of Directors of this corporation.

(6) To have and exercise all rights and powers from time to time as shall be granted to corporations by the laws of the State of Idaho, or the laws of the United States of America.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of its registered office in this state shall be 3169 N. Cole Road, Boise, Idaho, or such other address as the Board of Directors may designate. *The agent at this address is John A. Arant.*

ARTICLE V

The total number of shares which the corporation is authorized to issue is 100,000 shares. The aggregate par value of said shares is \$100,000.00, and the par value of each share is \$1.00. All shares shall be non-assessable. The corporation is authorized to buy, sell, and trade its own shares and securities, as well as those of other persons or corporations.

ARTICLE VI

The names and post office addresses of the incorporators ^{*and Directors*} and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
John A. Arant	3169 N. Cole Road, Boise, ID. 83704	1
Manley M. Arant	811 N. Liberty St., Boise, ID. 83704	1
Veronas E. Arant	6806 Platinum Dr., Boise, ID. 83704	1

ARTICLE VII

The initial Board of Directors shall consist of three directors. During the term of their office, or thereafter, the number of directors may be increased or decreased from time to time as provided by the By-laws; provided, however, that the number of directors constituting the Board

shall not be less than three nor more than seven.

ARTICLE VIII

The power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of the directors or of the allotted shares as the By-laws shall provide, provided, however, that not less than a majority vote may be fixed by the By-laws.

ARTICLE IX

No contract or other transaction between this corporation or any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by this corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such corporations; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction with the corporation, and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested. The directors need not be stockholders of this corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 21st day of September, 1979.



John A. Arant



Manley M. Arant



Veronas E. Arant

STATE OF IDAHO)
) s.s.
COUNTY OF ADA)

On this 21 day of September, 1979, before me, the undersigned,
A Notary Public in and for said State, personally appeared, John A. Arant,
Manley M. Arant and Veronas E. Arant, known to me to be the persons whose
names appeared on the foregoing instrument, and acknowledged to me that they
executed the same.

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

Sandra Wallace
NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho

Seal