



Department of State

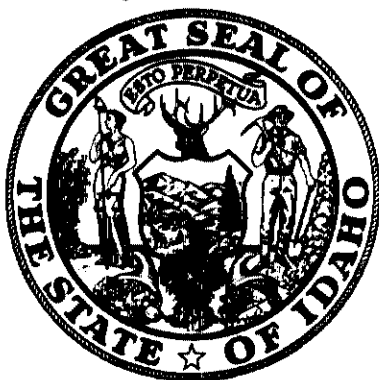
**CERTIFICATE OF INCORPORATION
OF**

WATERFRONT PROPERTIES, 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: April 27, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Joanne*

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ARTICLES OF INCORPORATION

OF

WATERFRONT PROPERTIES, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Waterfront Properties, Inc.

ARTICLE II

The period of the corporation's duration is perpetual.

ARTICLE III

The purposes for which the corporation is organized are to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to real estate sales.

ARTICLE IV

The total authorized number of par value shares of stock is Ten Thousand (10,000). The aggregate par value of the total authorized number of par value shares is One Thousand Dollars (\$1,000.00). There are no shares without par value.

ARTICLE V

The address of the initial registered office of the corporation is 2110 Ironwood Parkway, Coeur d'Alene, Idaho 83814. The name of its initial registered agent at such address is Craig Wise.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and

shall qualify are:

<u>Name</u>	<u>Address</u>
Craig Wise	P.O. Box 1227 Coeur d'Alene, ID 83814
Margie H. Wise	P.O. Box 1227 Coeur d'Alene, ID 83814

ARTICLE VII

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Craig Wise	P.O. Box 1227 Coeur d'Alene, ID 83814
Margie H. Wise	P.O. Box 1227 Coeur d'Alene, ID 83814

DATED this 24th day of April, 1990.

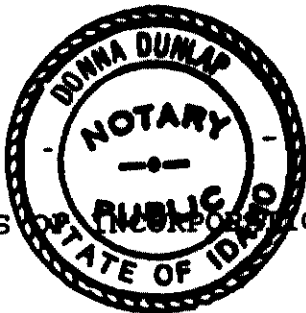
Craig Wise
Craig Wise

Margie H. Wise
Margie H. Wise

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 24th day of April, 1990, before me, Donna R. Dunlap, the undersigned Notary Public, personally appeared Craig Wise and Margie H. Wise, known to me or identified to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



Donna R. Dunlap
Notary Public for Idaho
Residing at: Post Falls
Commission expires: 1994

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