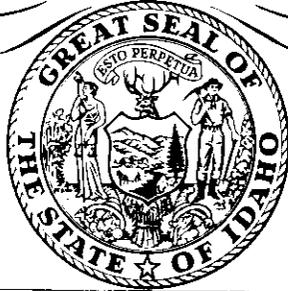


State of Idaho



Department of State.

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

KROEGER ESTATE, INC.

was filed in the office of the Secretary of State on the **Fifteenth** day of **January,** A.D. One Thousand Nine Hundred **Sixty,** and duly recorded on Film No. **110** 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

Boise, in the County of **Ada.**

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 **15th** day of **January**, A.D., 19 **60**

Secretary of State.

ARTICLES OF INCORPORATION

OF

KROEGER ESTATE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned citizens of the United States and of the State of Idaho, over the age of twenty-one years, do hereby, associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby make, sign, acknowledge and adopt, for that purpose, the following Articles of Incorporation as follows:

ARTICLE I

That the name of this corporation shall be KROEGER ESTATE, INC.

ARTICLE II

That the term of existence of this corporation shall be unlimited and perpetual.

ARTICLE III

That the amount of capital stock of said corporation is One Thousand (1000) shares of a par value of One Hundred Dollars. All issued shares shall be deemed fully paid and Non-assessable, and no stock holder of such shares shall have

any pre-emptive or preferential right of subscription to any of such stock.

ARTICLE IV

This corporation is formed for the purpose of owning, operating and developing real and personal property and especially, but not in limitation of its general powers:

1. To engage in the farming business and also to lease farm lands owned by it.

2. To develop real property owned by the corporation into subdivisions for all types of purposes and uses and for that purpose to sell any property of the corporation and to purchase real property either for the purpose of developing into subdivisions or for farming purposes.

3. To purchase or otherwise acquire the whole or any part of the property real and personal, assets, business, good-will and rights and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guaranties, liabilities and obligations of any person, firm, association, corporation or organization, and to pay for the same or any part or combination thereof in cash, shares of the capital stock, bonds, debentures, debenture stock, notes and other obligations of this corporation or otherwise, or by undertaking and assuming the whole or any part of the liabilities

or obligations of the transferor; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired or purchased, and to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

4. To purchase, hold, sell, assign, transfer, hypothecate or otherwise dispose of the shares of capital stock of any other corporation or corporations, association or associations of the State of Idaho, or any other state, territory or country, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

5. Subject to the provisions of law, the company may purchase or otherwise acquire, hold and re-issue the shares of its capital stock.

6. In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed or trust or otherwise.

7. The corporation may conduct its business in other states, territories and possessions of the United States, and in foreign countries, and may have one office or more than one office, and keep the books of the company outside of the State of Idaho, except as may be otherwise provided by law; and may hold, purchase, mortgage and convey real and personal property either in or out of the State of Idaho.

8. To hold, own, sell, lease and acquire, by purchase or otherwise, own, hold, manage, lease, sell and convey such real and personal property, and erect or construct such building or other structures as are necessary or incident in the carrying out of the purposes herein mentioned; to borrow money for the furtherance of such purposes and to secure the same by obligations, pledges, mortgages or the issuance of bonds or debentures secured by pledges, deeds of trust or mortgages upon the whole or any part of its property; to take and receive donations of real and personal property by gift, grant, devise or bequest.

9. For the purpose of the attaining or furthering any of its objects, to do any and all other acts and things, and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

10. To take in trade any and all types of real and personal property and to resell the same in connection with the operation of its prime objectives.

ARTICLE V

The Board of Directors of this corporation shall consist of not less than three members, the number thereof to be fixed by the by-laws of said corporation, and all of the powers of this corporation are conferred upon such Board insofar as such powers may be lawfully vested in and exercised by such Board.

ARTICLE VI

The principal office and post office address where the principle business of said corporation is to be transacted in the State of Idaho, is, Boise, in the County of Ada, State of Idaho.

ARTICLE VII

The names and post office addresses of the incorporators, and the number of shares subscribed by each is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES SUBSCRIBED</u>
Shirley C. Kroeger	South Indiana Avenue Caldwell, Idaho	One
Bettina K. Carpenter	2902 Leadville Avenue Boise, Idaho	One
Polly L. Scheinuk	Middletown, Idaho	One
Robert C. Kroeger,	905 Linden Street Boise, Idaho	One

ARTICLE VIII

The Directors of the corporation shall have power, in their discretion, to reserve from the profits each year such amount thereof as they may deem necessary and advisable for the purpose of establishing a reserve fund to be used as working capital in the business of the corporation, and they may employ and use such fund for the purpose of extending the business operations of the corporation, or to purchase its own stock, and to purchase stock, bonds and obligations of other corporations which it is authorized by law to purchase.

We, the undersigned, being all of the original subscribers of the capital stock of this corporation, do hereby adopt and file these articles of incorporation in accordance with the laws of the State of Idaho, and do hereby certify that the facts therein set forth are true, and do respectively agree each to take the number of shares of stock hereinafter set opposite our respective names.

IN WITNESS WHEREOF, we have hereunto set our hands to this instrument, executed in triplicate this 11th day of January, 1960.

Betha K. Carpenter

L. T. ...

STATE OF IDAHO,)
) ss.
COUNTY OF ADA,)

On this 11th day of January, 1960, before me, the undersigned, a Notary Public in and for said State, personally appeared SHIRLEY C. KROEGER, BETTINA K. CARPENTER, POLLY L. SCHEINUK and ROBERT C. KROEGER, 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 WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

A handwritten signature in cursive script, appearing to read "Frank L. ...", is written over a horizontal line. Below the line, the text "Notary Public for Idaho, Residing at Boise, Idaho." is printed.

Notary Public for Idaho,
Residing at Boise, Idaho.