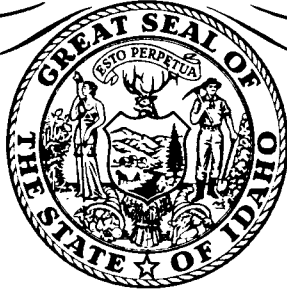


State of Idaho



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

VALLEY COUNTY DEVELOPMENT COMPANY

was filed in the office of the Secretary of State on the **Second** day of **March**, A.D. One Thousand Nine Hundred **Sixty-five** and duly recorded on ~~Film~~ **Microfilm** 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 **an unlimited period** from the date hereof, with its registered office in this State located at **McCall** in the County of **Valley**.

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 **2nd** day of **March**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
VALLEY COUNTY DEVELOPMENT COMPANY

We, ~~being of full age and citizens of the United States,~~
~~the undersigned,~~ for the purpose of forming a
corporation under and pursuant to the provisions of the laws
of the State of Idaho for the purposes expressed in
ARTICLE 111 hereof, do hereby adopt the following Articles
of Incorporation.

ARTICLE 1

The name of the corporation is Valley County Development
Company.

ARTICLE 11

Its principal office in the State of Idaho is located
at Box 1175, in the City of McCall, County of Valley. The
name and address of its resident agent is Max L. Wright,
Box 1175, McCall, Idaho.

ARTICLE 111

This corporation is organized and chartered for the
purpose of furthering the economic development of Valley County
and its environs, and promoting and assisting the growth and
development of business concerns, including small-business
concerns, in said area. The primary objective of this corporation
shall be of benefit to the community as measured by increased
employment, payroll, business volume, and corresponding factors,
rather than monetary profits to the shareholders. Any monetary
profits, or other benefits which flow to shareholders, shall be
merely incidental thereto.

ARTICLE IV

The corporation is authorized and empowered to do all things necessary to carry on and accomplish the purpose for which it is organized and chartered, including authority and power:

- a) To act under the name of Valley County Development Company;
- b) To adopt and use a corporate seal;
- c) To issue 300 shares of common stock, no par value, for \$1,500.00 cash;
- d) To have succession for an unlimited period of time;
- e) To make contracts;
- f) To sue and be sued;
- g) To borrow or raise moneys for any of the purposed of the corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissary notes, drafts, bills of exchange, warrents, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;
- h) To lend to any person, firm, or corporation, any of its funds, either with or without security;
- i) To purchase, hold, sell and transfer the shares of its own capital stock;
- j) To promote and assist the growth and development of small-business concerns and others;
- k) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property

of every class and description.

1) To acquire, construct, or expand plant facilities for lease or sale.

ARTICLE V

The county of the State of Idaho where the principal office for the transaction of the business of the corporation is located is the County of Valley.

ARTICLE VI

a) The number of directors of the corporation shall be three (3)

The names and addresses of the persons who are to act as first directors are:

Max L. Wright	Box 1175 McCall, Idaho
James P. Hardman	Box 733 McCall, Idaho
Geraldine C. Wright	Box 1175 McCall, Idaho

ARTICLE VII

The total number of shares which the corporation is authorized to issue is three hundred. The aggregate value of said 300 shares is \$1,500.00. All shares of stock are to be without par value. Each share shall have full voting rights. No distinction shall exist between the shares of the corporation and the holders thereof.

IN WITNESS WHEREOF, the undersigned and above named
incorporators and first directors of this corporation have
executed these articles of incorporation on

February 23, 1965

Max L. Wright

Max L. Wright

James P. Hardman

James P. Hardman

Geraldine C. Wright

Geraldine C. Wright

*Signed This 23 day of February 1965
before me a Notary Public.*

*Neal Boydston
Residing at McCall Idaho
Comm Expires May 21, 1965*

STATE OF IDAHO, COUNTY OF VALLEY

on this 27 day of February, 1965,
before me, a Notary Public in and for said State, personally
appeared

Max L. Wright
James P. Hardman
Geraldine C. Wright

known to me to be the persons whose names are
subscribed to the within instrument, and acknowledged to
me that they executed the same.

Neal Boydston

Notary Public,
Idaho

Residing at
Comm, Expires

McCall
May 21, 1965