

State of Idaho

Department of State

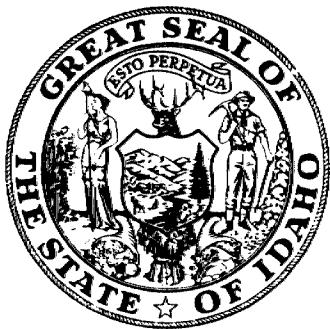
CERTIFICATE OF INCORPORATION OF

SEABOARD PROPERTIES, INC.
File number C 108426

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: November 29, 1994



Pete T. Cenarrusa
SECRETARY OF STATE
By *Ara Siebel*

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SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
SEABOARD PROPERTIES, INC.**

**ARTICLE I
NAME**

The name of this corporation is "Seaboard Properties, Inc."

**ARTICLE II
DURATION**

This corporation shall have perpetual existence.

**ARTICLE III
PURPOSES**

The purpose for which this corporation is organized is the transaction of any or all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

**ARTICLE IV
CAPITALIZATION**

This corporation is authorized to issue only one class of shares, which shall be designated "common" shares. The total authorized number of such shares, which may be issued is ten thousand (10,000) shares. All of such shares shall have a par value of \$0.01 per share.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The location in the State of Idaho where the registered office for the transaction of the business of this corporation is to be located shall be the City of Ketchum. The name and address in this state of the corporation's initial registered agent is Happy Hawn, 180 Telemark Road, Post Office Box 3510, Ketchum, Idaho 83340.

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ARTICLE VI **INITIAL BOARD OF DIRECTORS**

The initial board of directors shall consist of one director whose name and address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Happy Hawn	180 Telemark Road P.O. Box 3510 Ketchum, Idaho 83340

The member of the initial board of directors shall serve as a director until the first annual meeting of shareholders or until their successors are qualified and elected.

The number of directors may be increased or decreased from time to time by amendment of the bylaws.

ARTICLE VII **RELEASE OF LIABILITY**

The directors of the corporation are released from personal liability to the corporation or its shareholders to the extent provided in Idaho Code Section 30-1-54(2).

ARTICLES VIII **INCORPORATOR**

The incorporator of the corporation and his address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brian L. Ballard, Esq.	877 Main Street, Suite 1000 Post Office Box 1617 Boise, Idaho 83701-1617

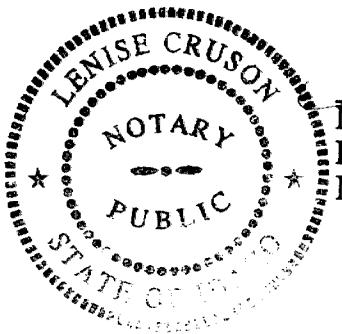
IN WITNESS WHEREOF, for the purpose for forming this corporation under the laws of the State of Idaho, the undersigned incorporator of this corporation has executed these Articles of Incorporation this 29th day of November, 1994.


BRIAN L. BALLARD, Incorporator

STATE OF IDAHO)
County of Ada) ss.

On this 29th day of November, 1994, before me, Lenise Cruson, a Notary Public in and for said State, personally appeared BRIAN L. BALLARD, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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.



Lenise Cruson
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: 9/9/98

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