

**FILED/EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

**APR 27 2 39 PM '01**

**BOISE CENTRAL PARK MANAGEMENT, INC.**

**SECRETARY OF STATE  
STATE OF IDAHO**

1. Name. The name of the corporation is Boise Central Park Management, Inc. (the "Corporation").

2. Authorized shares. The aggregate number of shares the Corporation is authorized to issue shall be one hundred thousand (100,000), all of which shall be common voting stock. There shall be only one class of stock authorized.

3. Registered office and agent. The registered office of the Corporation is 250 South Fifth Street, Second Floor, Boise, Idaho 83702 and its registered agent at that address is Peter J. Oliver.

4. Incorporator. The name of the incorporator is Richard W. Jankowski and the incorporator's address is 2850 E. Migratory Drive, Boise, Idaho 83706.

5. Purpose. The Corporation is organized for the sole purpose of owning a one percent (1%) limited liability company interest in Boise Central Park, LLC, an Idaho limited liability company (the "LLC") and serving as the manager of the LLC.

6. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes.

7. Indemnification. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the existing Idaho Business Corporation Act permits prior to such amendment).

8. Limitation of Liability. No director shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) an intentional violation of criminal law; or (iv) an unlawful distribution.

In witness whereof, I have subscribed these Articles of Incorporation this 27 day of April, 2001.

**IDAHO SECRETARY OF STATE**

*Richard W. Jankowski*  
Richard W. Jankowski, Incorporator  
04/27/2001 09:00  
CH 143938 SH: 393915  
1 e 100.00 = 100.00 CORP # 2  
1 e 20.00 = 20.00 EXPEDITE C # 3

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