

## Department of State.

### CERTIFICATE OF INCORPORATION

~~LOUIS E. CLAPP~~  
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

**WINDERS, INC.,**

was filed in the office of the Secretary of State on the ~~Twenty-second~~ day  
of ~~September~~ **September** A.D. One Thousand Nine Hundred ~~Sixty-six~~ **Sixty-six**  
and  
will be ~~Microfilm~~ **Microfilm** duly recorded on Film No. \_\_\_\_\_ 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~~  
**years,** from the date hereof, with its registered office in this State located at \_\_\_\_\_  
in the County of **Canyon.**

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 ~~22nd~~ **22nd** day of ~~September~~ **September**, A.D., 19 ~~66~~ **66**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

EVERGREENS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full legal age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

FIRST: That the name of said corporation shall be EVERGREENS, INC.

SECOND: That the purpose for which said corporation is formed are:

(A) To conduct, carry on and transact the business of a golf driving range, a golf course and farming operation which shall include the planting, harvesting of all types of crops, dairy operation and cattle raising operation along with all other domestic fowl and animal.

(B) To purchase or otherwise acquire, own, hold, sell, lease, exchange, assign, transfer, mortgage or otherwise dispose of, and to invest, trade and deal in and with real property, and any and all interests therein.

(C) To purchase or otherwise acquire, own, hold, sell, lease, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, to guarantee, and to invest, trade and deal in and with personal property of every kind and description.

(D) To enter into any kind of an agreement or contract, cooperative or profit sharing plan, with its officers or employees that the corporation may deem advantageous or expedient or otherwise, to reward or pay such persons for their services as the directors may deem fit.

(E) To purchase, lease or otherwise acquire in whole or in part, the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part of the assets of or liabilities of any person, firm, association or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay for the same in cash, in stock or bonds of this company or otherwise; to hold or in any manner dispose of the whole or any part of the property or business so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

(F) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate, and/or convey in trust, any or all of its property, to secure the payment thereof.

(G) To discount and negotiate promissory notes, drafts, bills of exchange, and other evidences of debt; to enter into, make, perform and carry out contracts of every kind and for any lawful purposes, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any sub-division, district or department thereof.

(H) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinabove enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a co-partner or natural person could do or exercise, and which now or hereafter may be authorized by law, and in any part of the world.

(I) The several clauses contained in this statement of purposes, shall be construed as both purposes and powers, and the statements contained in each clause shall in nowise be limited or restricted by reference to or inference from the terms of any clause, but shall be regarded as independent purposes and powers; and no recitation, expression, declaration, or specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

THIRD: The duration of this corporation shall be perpetual.

FOURTH: The location and Post Office address of the registered office of the corporation in the State of Idaho shall be: EVERGREENS, INC., Route 2, Nampa, Canyon County, State of Idaho, which said business shall be the principal office for the transaction of the business of this corporation.

FIFTH: That this corporation is authorized to issue only one class of shares of stock, the total number of which said shares is Five Hundred (500) shares of the par value of One Hundred (\$100.00) Dollars per share for each of said shares and that the aggregate par value of said shares is the sum of Fifty Thousand (\$50,000.00) Dollars; such stock may be issued by the corporation from time to time by the corporation Directors thereof for the consideration as may be fixed by said corporation Directors.

SIXTH: The name and Post Office address of each of the incorporators, being of full age and citizens of the United States, and a statement of the number of shares subscribed by each is as follows:

| <u>NAME</u>         | <u>POST OFFICE ADDRESS</u> | <u>SHARES SUBSCRIBED</u> |
|---------------------|----------------------------|--------------------------|
| CLARENCE N. KNUDSEN | Route 2, Nampa, Idaho      | 1                        |
| GARY KNUDSEN        | Route 2, Nampa, Idaho      | 1                        |
| DONALD KNUDSEN      | Route 2, Nampa, Idaho      | 1                        |

SEVENTH: That the number of Directors of this corporation shall be three (3) who shall be stockholders, to act as Directors, and the names and addresses of the persons who are appointed to act as the first Directors and to hold office until the selection and qualification of their successors are as follows:

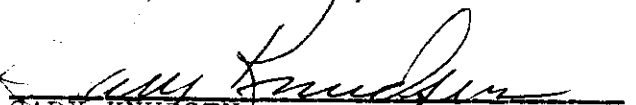
| <u>NAMES</u>        | <u>POST OFFICE ADDRESS</u> |
|---------------------|----------------------------|
| CLARENCE N. KNUDSEN | Route 2, Nampa, Idaho      |
| GARY KNUDSEN        | Route 2, Nampa, Idaho      |
| DONALD KNUDSEN      | Route 2, Nampa, Idaho      |

Meetings of the Board of Directors and Shareholders of this corporation may be held within or without the State of Idaho, pursuant to the laws of the State of Idaho; the annual meeting of the corporation shall be held on the second Tuesday of each January hereafter.

EIGHTH: The Board of Directors shall have the power and authority to formulate, repeal and amend By-Laws of the corporation and to adopt new By-Laws, subject to the restrictions provided by the laws of the State of Idaho.

IN WITNESS WHEREOF, the persons herein named as the incorporators and first Directors have hereunto set their hands this 20<sup>th</sup> day of September, A.D., 1966.

  
CLARENCE N. KNUDSEN


  
GARY KNUDSEN

  
DONALD KNUDSEN

STATE OF IDAHO )  
County of Canyon ) ss.

On this 20 day of September, A.D., 1966, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared CLARENCE N. KNUDSEN, GARY KNUDSEN and DONALD KNUDSEN, known to me to be the persons whose names are subscribed to the within and foregoing 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.

  
Notary Public for Idaho  
Residence: Nampa, Idaho

(SEAL)