

97504

# State of Idaho

## Department of State

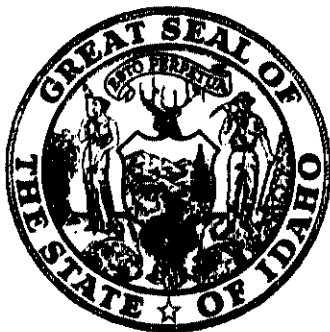
### CERTIFICATE OF INCORPORATION OF

#### MCBEE CORPORATION

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: January 31, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Ange Hoken*

Corporation Clerk

JUN 31 3 11 PM '92  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
McBEE CORPORATION**

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following articles of incorporation:

**ARTICLE I.  
NAME OF THE CORPORATION**

The name of the corporation is McBee Corporation ("Corporation").

**ARTICLE II.  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III.  
PURPOSES OF THE CORPORATION**

The Corporation is organized for the following purposes:

1. To conduct business as a real estate development company in the State of Idaho.
2. To do any acts and perform any business permitted by the Idaho Business Corporation

Act.

**ARTICLE IV.  
SHARES**

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	1,000	\$ 1.00

**ARTICLE V.  
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is Chandler, Dillion & Allyn, Chartered, 325 W. Idaho St., Boise, Idaho 83702, and the name of its initial registered agent at such address is Russell A. Comstock.

**ARTICLE VI.  
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as the initial Directors are:

<b>NAME</b>	<b>ADDRESS</b>
Lyndie R. McConnell	10652 Ojai-Santa Paula Road, Ojai, California 93023
James R. Burgess	356 Carne Road, Ojai, California 93023
Raymond F. Holt	2100 Zircon Place, Meridian, Idaho 83642

**ARTICLE VII.  
INCORPORATOR**

The name and address of the incorporator is:

**NAME**

**ADDRESS**

Russell A. Comstock

325 West Idaho Street, Boise, Idaho 83702.

**SIGNATURE OF INCORPORATOR**

Dated: January 31, 1992

A handwritten signature in cursive script, appearing to read "Russell A. Comstock", written over a horizontal line.