

State of Idaho

Department of State

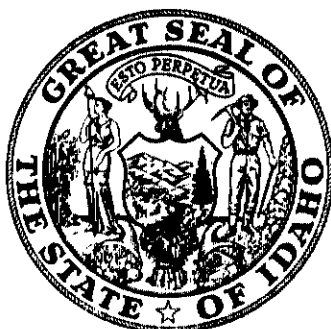
CERTIFICATE OF INCORPORATION OF

BRECKENRIDGE ESTATES, INC.

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: June 25, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Greg T. Clark*

**Articles of Incorporation
of
Breckenridge Estates, Inc.**

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THE UNDERSIGNED, acting as the incorporator of a corporation under the Idaho Business Corporation Act, Chapter 1 of Title 30 of the Idaho Code, as amended (hereinafter called the "Act"), hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is: Breckenridge Estates, Inc.

ARTICLE II - DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE III - PURPOSES AND POWERS

Section 3.1 Purposes. This corporation is organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the Act.

Section 3.2 Powers. The corporation shall have and exercise all powers necessary or convenient for the carrying out of any or all of the purposes for which it is organized.

ARTICLE IV - STOCK

Section 4.1 Number of Shares. The aggregate number of shares of capital stock which this corporation shall be authorized to issue is 10,000 shares of the par value of \$.01 per share.

Section 4.2 Classification; Rights and Preferences. All shares of capital stock of this corporation shall be of the same class, common, and shall have the same rights and preferences.

Section 4.3 Stock Not Assessable. Fully paid shares of capital stock of this corporation shall not be liable to any call and shall be nonassessable.

ARTICLE V - REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent and the address of the initial registered office of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Kenneth D. Edmunds	550 Blue Lakes Blvd. North Twin Falls, Idaho 83303

ARTICLE VI - DIRECTORS

The number of directors constituting the initial board of directors of this corporation shall be two (2). The names and addresses of the members of the initial board of directors, are as follows:

<u>Name</u>	<u>Address</u>
Craig H. Neilsen	P.O. Box 508 Jackpot, Nevada 89825
Kenneth D. Edmunds	550 Blue Lakes Blvd. North Twin Falls, Idaho 83303

ARTICLE VII - LIMITATION UPON DIRECTORS' LIABILITY

Section 7.1 Limitation Upon Directors' Liability. To the fullest extent permitted by the Act, as the same now exists or may hereafter be amended, no director of this corporation shall be personally liable to this corporation or its shareholders for monetary damages for any action taken or any failure to take any action as a director.

Section 7.2 Amendment or Repeal of Limitation. Any amendment or repeal of this Article VII or the adoption of any other provision of the Articles of Incorporation which has the effect of increasing director liability shall operate prospectively only and shall not effect any action taken, or failure to act, by a director of this corporation prior to such amendment, repeal, or other provision becoming effective.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees and agents as provided in its Bylaws.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Kenneth D. Edmunds	550 Blue Lakes Blvd. North Twin Falls, Idaho 83303

DATED this 22nd day of June, 1993.

Kenneth D. Edmunds
Kenneth D. Edmunds, Incorporator

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