



Department of State.

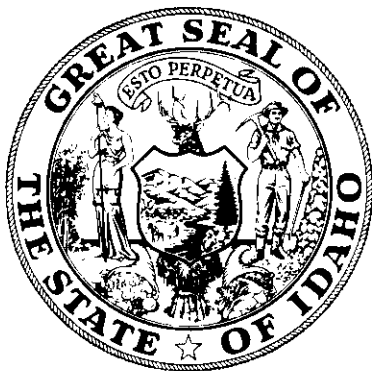
**CERTIFICATE OF AUTHORITY
OF**

MMW INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MMW INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to MMW INC. to transact business in this State under the name MMW INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated August 3, 19 81



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is WMW INC.
2. *The name which it shall use in Idaho is WMW INC.
3. It is incorporated under the laws of Montana
4. The date of its incorporation is January 9, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is Fisherman's Village, Attn: Harry Moon, Cabin No. 1, West Yellowstone, Montana 59758
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To establish, maintain and operate a property development business and in the course thereof to buy, sell, lease, use, mortgage, handle, deal in and operate all types of real and personal property, and to engage in every other lawful business.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
James B. Wallace	President	4 Cottonwood Lane, Littleton, Colorado 80120
Harry Moon	Vice President	Fisherman's Village, Cabin # 1, West Yellowstone, MT 59758
John C. Wallace	Secretary, Treasurer, and Vice President	4135 Country Club Drive Long Beach, CA 90807

(Above named individuals are the sole Directors of the corporation)

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>Common</u>	<u>None</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
5,400	Common	Without par value

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 19, 19 81.

By James B. Wallace
James B. Wallace
Its _____ President
and John C. Wallace
John C. Wallace
Its _____ Secretary

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss:

I, Cheryl L. Gramm, a notary public, do hereby certify that on this 20th day of July, 19 81, personally appeared before me John C. Wallace, who being by me first duly sworn, declared that he is the Secretary, Treasurer and Vice President of WMW INC.

that he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.



Cheryl L. Gramm
Notary Public

^{1600 E. Hill Street, Long Beach, CA 90806}
*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



SECRETARY OF STATE
THE STATE OF MONTANA

AUG 2 6 3 AM '81
RECEIVED
CLERK OF THE COURT

JIM WALTERMIRE
SECRETARY OF STATE

CAPITOL BUILDING
HELENA, MONTANA 59620

CERTIFICATION

I hereby certify that the annexed is a true and complete copy of the
3 page document(s) on file in this office.

DATED: June 25, 1981

Jim Waltermire
SECRETARY OF STATE

By: *Flora Hersley*
Deputy

Office of the Secretary of State



OF THE STATE OF MONTANA

CERTIFICATE OF INCORPORATION

I, JIM WALTERMIRE, Secretary of State of the State of Montana, do hereby certify that duplicate originals of Articles of Incorporation for the incorporation of

WMW INC.

duly executed pursuant to the provisions of Section 35-1-201 Montana Code Annotated, have been received in my office and found to conform to law.


NOW, THEREFORE, I, JIM WALTERMIRE, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation to

WMW INC.

and attach hereto a duplicate original of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 9th

day of January A. D. 19 81


JIM WALTERMIRE
Secretary of State

ARTICLES OF INCORPORATION
OF

JAN - 9 1981

WMW INC.

JIM WALTERMIRE
SECRETARY OF STATE

Jim Waltermire
Jan 9 1981

The undersigned incorporators, for the purpose of forming a corporation under the Montana Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE. The name of the corporation is WMW INC.

ARTICLE TWO. The corporation is to exist perpetually

ARTICLE THREE. The purpose or purposes for which the corporation is organized are: To establish, maintain and operate a property development business and in the course thereof to buy, sell, lease, use, mortgage, handle, deal in and operate all types of real and personal property, and to engage in every other lawful business, except banking and insurance, in which a corporation organized under the Montana Business Corporation Act may engage.

ARTICLE FOUR. The corporation is authorized to issue one class of shares of stock to be designated common stock. The aggregate number of shares that the corporation is authorized to issue is 50,000 shares which shall be without par value.

ARTICLE FIVE. The address of the corporation's initial registered office is Harry Moon, Fisherman's Village, Cabin No. 1, West Yellowstone, Montana, 59758. The name of its initial registered agent at such address is Harry Moon.

ARTICLE SIX. The number of directors constituting the initial board of directors is three and the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
John C. Wallace)	c/o Miller & Bronn, 1900 E. Ocean Blvd.
James B. Wallace)	Long Beach, CA 90802
Harry Moon	Fisherman's Village, Cabin No. 1, West Yellowstone, MT 59758

ARTICLE SEVEN. The name and address of the incorporator is Philip W. Strobe, Box 874, Helena, Montana, 59601.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed in duplicate on the 9 day of January, 1981.

Philip W. Strobe
PHILIP W. STROPE

STATE OF MONTANA)
: ss.
County of Lewis and Clark)

On this 9 day of January, 1981, before me, the undersigned, a Notary Public for the State of Montana, personally appeared Philip W. Strobe, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year in this certificate first above written.

(SEAL)

Wanda J. Schick
Notary Public for the State of
Montana. Residing at Helena,
Montana. My commission expires
5-5-1982