



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

VALLEY VIEW OF MAGIC VALLEY, 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: February 28, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. [unclear]*

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION

OF

'90 FEB 28 AM 8 24 VALLEY VIEW OF MAGIC VALLEY, INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as

ARTICLE I

The name of the Corporation shall be "VALLEY VIEW OF MAGIC VALLEY, INC."

ARTICLE II

The Corporation's purposes are:

To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with farming or ranching or that it may deem calculated directly or indirectly to improve the interests of this Corporation and to have and to exercise all powers conferred by the laws of the State of Idaho on Corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at anytime hereafter be amended and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations and in any part of the world.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the Corporation's registered office in this state shall be: 395 South Eden Road, Jerome, ID 83338. That ROBERT F. HENRY shall be the registered agent, whose address is 395 South Eden Road, Jerome, ID 83338.

ARTICLE V

The total number of shares which the Corporation is authorized to issue is 1,000 shares. The aggregate par value of said shares is having no par value.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Robert F. Henry	395 South Eden Road Jerome, ID 83338	One
Robert P. Henry	395 South Eden Road Jerome, ID 83338	One
Jeffrey A. Henry	395 South Eden Road Jerome, ID 83338	One

The above named incorporators shall also be the initial Directors.

ARTICLE VII

The Board of Directors shall consist of five (5) Directors. During the term of their office, or thereafter,

the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the number of Directors constituting the Board shall not be less than five (5) nor more than fifteen (15).

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors shall be elected and qualified are as follows:

Robert F. Henry, 395 South Eden Road, Jerome, ID 83338
Robert P. Henry, 395 South Eden Road, Jerome, ID 83338
Jeffrey A. Henry, 395 South Eden Road, Jerome, ID 83338
Colleen Henry, 395 South Eden Road, Jerome, ID 83338
Audrey Henry, 395 South Eden Road, Jerome, ID 83338

ARTICLE VIII

The power to appeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as on the shareholders, to be exercised by such vote of the Directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

ARTICLE IX

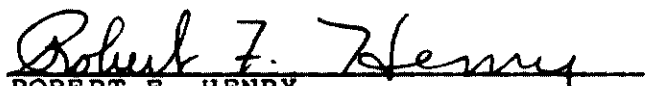

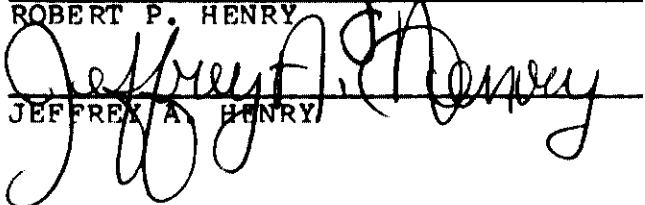
The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration that the Board of Directors shall determine.

ARTICLE X

No contract or other transaction between the corporation or any other corporation, whether or not a majority of

the shares of the capital stock of such corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 5 day of February, 1990.


ROBERT F. HENRY

ROBERT P. HENRY

JEFFREY A. HENRY

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 22nd day of Febraury, 1990, before me, _____
J. Lee, a Notary Public in and for said State,
personally appeared ROBERT F. HENRY, known to me (or proved to
me on the oath of _____) or identified to me to
be the person whose name is subscribed to the foregoing instru-
ment and acknowledged to me that he 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.

J. Lee May
Notary Public for State of Idaho
Residing at Twin Falls
Commission Expires 10/30/90

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 22nd day of Febraury, 1990, before me, _____
J. Lee May, a Notary Public in and for said State,
personally appeared ROBERT P. HENRY, known to me (or proved to
me on the oath of _____) or identified to me to
be the person whose name is subscribed to the foregoing instru-
ment and acknowledged to me that he executed the same.

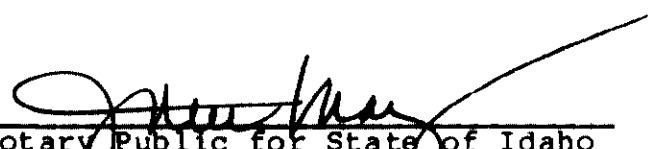
IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certificate
first above written.

J. Lee May
Notary Public for State of Idaho
Residing at Twin Falls
Commission Expires 10/30/90

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 26th day of Febraury, 1990, before me, _____
J. Dee May, a Notary Public in and for said State,
personally appeared JEFFREY A. HENRY, known to me (or proved to
me on the oath of _____) or identified to me to
be the person whose name is subscribed to the foregoing instru-
ment and acknowledged to me that he 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 State of Idaho
Residing at Twin Falls
Commission Expires 10/30/90