

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

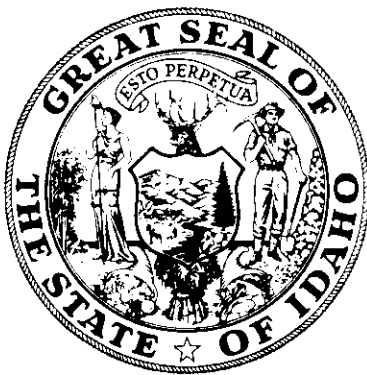
IDAHO PLACE ASSOCIATES, INC.

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 IDAHO PLACE ASSOCIATES, INC.

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: **December 29, 1983**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION
OF
IDAHO PLACE ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS: The undersigned, being a natural person of full age and a citizen 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 corporation laws of the State of Idaho, and the acts amendatory thereof and supplemental thereof, does hereby certify as follows:

Article 1. Name The name of the corporation is IDAHO PLACE ASSOCIATES, INC.

Article 2. Purposes and Objects: The purposes and objects for which the corporation is formed are:

(a) To engage any and all lawful business purpose including, but not limited to real estate development.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the name by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To produce, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and use its credit to assist its employees.

(g) To purchase, take, receive, subscribed for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and taken and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations and have offices and exercise the powers granted by this act, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, pension trust, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration

herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize and permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (q), inclusive, of paragraph Second of these Articles of Incorporation shall, except as otherwise expressly provided, and in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

Article 3. Duration: The corporation is to have perpetual existence.

Article 4. Registered Office and Agent: The location and street address of the registered office of the corporation is Rt. 9 Box 109, Caldwell, Idaho 83605. The registered agent of the corporation shall be Vicki Lynn Killian.

Article 5. Aggregate Shares: The aggregate number of shares which the corporation shall have the authority to issue is 5,000 shares, said shares to be with par value of \$1.00 each.

Article 6. Sale of Corporate Assets or Liquidation: The corporation shall not sell its principal assets or liquidate except after a vote of approval of two-thirds (2/3) of the outstanding stock of the corporation.

Article 7. Stockholder Management of Corporation: Pursuant to the authority granted in Section 30-1-35, Idaho Code, the business and affairs of this corporation shall be managed and directed by all the stockholders of this corporation, acting as a governing board, and having and exercising in the manner set forth in the By-Laws, all those powers and duties conferred or imposed by law upon a Board of Directors.

All meetings of stockholders of the corporation shall be considered not only as a meeting of stockholders, as provided under the laws of the State of Idaho, but also as a meeting of the governing board of stockholders, and such body may be referred to herein as "Governing Board."

Article 8. Initial Incorporation and Members of Governing Board: The number of stockholders constituting the initial governing board shall be and is, and thereafter the number of members of the governing board shall be the same as the number of stockholders of the corporation. The name and post office address of the subscriber who has subscribed to five hundred

shares of stock each and who are the initial members of the governing board are as follows:

<u>Name</u>	<u>Post Office Address</u>
Vicki Lynn Killian	Rt. 9, Box 109 Caldwell, ID 83605
William Lloyd Killian	Rt. 9, Box 109 Caldwell, ID 83605

In cases where common stock of the corporation is held as community property by husband and wife, either husband and wife may attend and participate in meetings of the governing board (not both at any one meeting) and may exercise the voting rights pertinent to such stock.

Article 9. Preemptive Rights: Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation whether now or hereafter authorized or to any obligations convertible to stock of the corporation and any such stock or obligation issued by the corporation shall first be offered to the stockholders of the corporation.

Article 10. Amendment of Articles and By-Laws: The initial By-Laws of the corporation shall be adopted by the majority of the Governing Board. A majority of the Governing Board shall have the power to alter, amend or repeal the By-Laws or adopt new

By-Laws. The corporation reserves the right to amend, alter or repeal these Articles of Incorporation in the manner prescribed by law, by a majority vote of the stockholders.

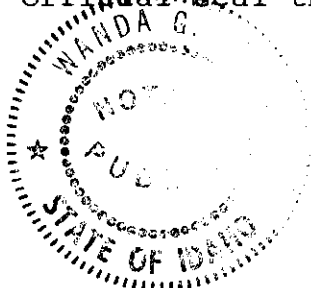
The above provision notwithstanding, Article 6 of these Articles of Incorporation shall not be altered, amended or repealed without an affirmative vote of two-thirds (2/3) of the outstanding stock of the corporation.

Vicki Lynn Killian
Vicki Lynn Killian

STATE OF IDAHO)
) ss.
County of Ada)

On this 28th day of December, in the year 1983, before me, Wanda G. Chace a Notary Public, personally appeared Vicki Lynn Killian known or identified to me to be the person who executed the within instrument, and acknowledged to me that such corporation executed the same.

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



Wanda G. Chace
Notary Public for Idaho
Residing at Boise