

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

SUN VALLEY NATIONAL CORPORATION

was filed in the office of the Secretary of State on the 9th day of September A.D. One Thousand Nine Hundred Sixty-five and will be / duly recorded on ~~PNR-No.~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at Boise, in the County of Ada,

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 9th day of September, A.D., 19 65.

Secretary of State.

ARTICLES OF INCORPORATION
OF
SUN VALLEY NATIONAL CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being citizens of the United States, and being of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho and for that purpose we do hereby certify as follows:

ARTICLE I

That the name of this corporation shall be, SUN VALLEY NATIONAL CORPORATION.

ARTICLE II

That the term of the corporation existence of this corporation shall be perpetual.

ARTICLE III

That the registered office of this corporation and the principal place for the transaction of its business is hereby designated as Boise, Ada County, State of Idaho.

ARTICLE IV

The objects and purposes for which this corporation is formed are, as principal, agent or otherwise, to do in the State of Idaho and any other state, territory or country, any and every of the things herein set forth to the same extent as natural persons might or could do, in furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, and we do hereby expressly provide that the corporation shall have power:

A. To take, hold, lease, mortgage, own, purchase or acquire, by operation of law or otherwise, real property or

any interest therein or appurtenant thereto, of any kind or character whatsoever, and any part thereof, and to engage in any and all undertakings and business necessary and proper to the improvement and betterment of any of the real property and appurtenances thereto owned or to be acquired by said corporation, or in any lands in which said corporation may have any interest, and to handle and deal in any lands of said corporation in any manner it may desire wherever situated or located;

B. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation;

C. To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal property of every kind and character, debts, due and demands, or choses in action, and each and every kind of personal property, evidences of debts, bonds, stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business or otherwise, including the purchase and sale of its own common stock which has theretofore been issued to a stockholder;

D. To borrow and lend money from and to any person, firm, association, and to make, take and execute notes, mortgages, bonds, deeds of trust, debenture bonds or other evidences of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation or otherwise;

E. To own, hold, lease or sublet, or to conduct on its own account or for any person, firm, association or corporation, all and every kind of merchandise, business or pursuit, necessary or proper to carry on an account of the business of said corporation;

F. To build any and all necessary buildings of any kind or character and at any place proper or convenient to carry on any or all of the business of said corporation;

G. To also have, in addition to said foregoing powers, all authority, powers and rights granted by the laws of the State of Idaho and any amendments thereof;

H. To do and perform every act and thing necessary to carry out the above-enumerated purposes, or which may be calculated, directly or indirectly, to advance the interests of the company, or to enhance the value of its stock, holdings and property of every kind and character.

ARTICLE V

The number of directors of this corporation shall be not less than three nor more than seven; provided, however, the number of directors shall be fixed by the shareholders at any annual meeting thereof.

ARTICLE VI

The total number of shares of stock which the corporation shall have authority to issue shall be One Hundred Thousand (100,000) shares of common stock of the par value of One Dollar (\$1.00) per share, for a total capitalization of One Hundred Thousand Dollars (\$100,000.00). Each share of common stock shall have the same rights, privileges and voting powers, and the same shall be fully paid and non-assessable.

ARTICLE VII

The amount of common stock actually subscribed for is three (3) shares by the persons whose names, post office addresses and amounts subscribed are herein set forth:

<u>Name</u>	<u>Address</u>	<u>No. Of Shares</u>
Roy Moore	23rd Floor, Smith Tower Seattle, Washington 98104	One
Gerard E. Schumm	23rd Floor, Smith Tower Seattle, Washington 98104	One
John S. Chapman	P. O. Box 1931 Boise, Idaho 83701	One

ARTICLE VIII

The private property of the shareholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE IX

The corporation reserves the right to amend, endorse, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the shareholders represented in person or by proxy at any annual meeting duly called for that purpose, excepting only where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this _____ day of _____, 1965.

ROY MOORE

GERARD E. SCHUMM

JOHN S. CHAPMAN

STATE OF WASHINGTON)
County of _____) ss.

On this 24th day of August, 1965,
before me, the undersigned, a Notary Public in and for the
State, personally appeared ROY MOORE and GERARD E. SCHUMM,
known to me to be the persons whose names are subscribed
to the foregoing instrument, and acknowledged to me that they
executed the same.

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

Notary Public for Washington
Residence:

STATE OF IDAHO)
County of Ada) ss.

On this 24th day of August, 1965, before me, the
undersigned, a Notary Public in and for said State, personally
appeared JOHN S. CHAPMAN, known to me to be the persons whose
name is subscribed to the foregoing instrument, and acknow-
ledged 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 Idaho
Residence: Boise, Idaho