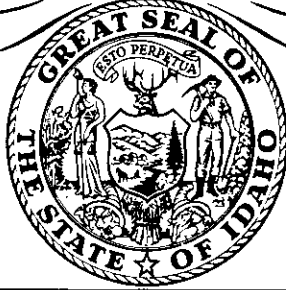


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

SUNRISE INVESTMENT COMPANY

was filed in the office of the Secretary of State on the **seventh** day of **December** A.D., One Thousand Nine Hundred **seventy** and ~~will be~~ duly recorded on ~~Film 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, Idaho** 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 **7th** day of **December**, A.D., 19**70**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
SUNRISE INVESTMENT COMPANY

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation is SUNRISE INVESTMENT COMPANY.

ARTICLE II

The objects and purposes for which this corporation is formed and the powers of such corporation are as follows:

1. To conduct a real estate business; and to transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

2. To acquire, purchase, sell or otherwise deal in contracts, mortgages, trust deeds, and all other forms of

real property, securities, equities and interest.

3. To invest in lands and all forms of realty and personal property, and to buy, sell, hypothecate, mortgage, pledge, bargain, trade, acquire and dispose of in any way or manner whatsoever all forms of realty and personalty.

4. To loan money on realty, personalty or interests therein and to otherwise deal in any way or manner whatsoever in tangible or intangible property interest, both real and personal.

5. To own and hold real and personal property and to rent or lease the same.

6. To do any and all things necessary, reasonable, proper, convenient or incident to carrying out the purposes for which this corporation is formed.

7. To borrow money and to pledge, mortgage or hypothecate corporation property, or in any way or manner secure the payment of the same.

8. To conduct business in this state or any other state, District of Columbia, territories and colonies of the United States and foreign countries or territories, and to maintain one or more places of business outside of this state, and to receive, purchase, hold, acquire, mortgage, assign, transfer, lease, release, convey and otherwise deal in and with any real or personal property or any interest therein, either within or outside the State of Idaho,

reasonably calculated to promote the purposes hereinabove stated to this corporation.

9. To acquire the operating name, good will, property rights, and the whole or any part of any estate, tangible or intangible, or of any business, and to assume the liabilities of any person, firm, association, corporation or other business organization and pay for said good will, property rights, and assets in cash and the stock of this company, its bonds, its debentures, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor thereof, and to hold in any manner or dispose of all or any part of the property so acquired.

10. To conduct in any lawful manner the whole or any part of any business so acquired and to exercise all of the powers necessary and expedient in and about the conduct and management of such business or businesses, directly or indirectly related to the purposes and objects of this corporation, or though not so connected, to preserve or protect the assets of this corporation.

11. To purchase, insofar as the same may be done without impairing the capital of this corporation, except as otherwise prohibited by law, and to hold, pledge and reissue, shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

12. To have exercise, enjoin and participate in all powers now or hereafter granted to corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by Chapter I, Title 30, I. C., including any future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business or businesses and for the carrying into effect of any and all objects and purposes of this corporation.

13. To do all things which a natural person might do, it being expressly provided that the aforesaid enumeration of purposes shall not be construed to be limitations upon the powers and purposes of this corporation.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of the corporation is Boise, Idaho.

ARTICLE V

The total number of shares of stock which this corporation is authorized to issue is 1,000,000 shares of common stock without par value; and 50,000 shares of preferred stock, each having the par value of \$100.00 per share. All shares of stock of the corporation shall have the same

rights in the corporation, except as herein set out, and the shares shall have the following characteristics:

1. All shares of stock shall be non-assessable when paid for in full.

2. Neither the holders of the common stock nor the holders of the preferred stock shall have any preemptive right to subscribe for any issue of stock, whether common stock or preferred stock, or stock of any other class, or for any issue of bonds, notes, or other securities which may be convertible into stock of any class, which the corporation may issue at any time.

3. The preferences and restrictions accorded to the shares of preferred stock issued by the corporation shall be as follows:

- a. In the event of any liquidation, dissolution, or winding up of the corporation, the holders of the preferred stock shall be entitled, before any of the assets of the corporation shall be distributed among the holders of the common stock, to be paid in full the par amount of their shares, together with all declared but unpaid dividends accrued upon said shares. The holders of the common stock shall be entitled, to the exclusion of the holders of the preferred stock, to share ratably in all assets of

the corporation remaining after such payment to the holders of the preferred stock.

- b. The holders of preferred stock shall be entitled in preference to the holders of common stock, to dividends out of the surplus or net profits as and when declared by the Board of Directors according to law, at the rate of \$9.00 per share, which dividends shall be non-cumulative. No dividends shall in any calendar year be paid upon the common stock, unless the aforesaid dividends shall have been declared and paid on all outstanding shares of preferred stock; provided, however, that the holders of the preferred stock shall not share nor participate in dividends declared upon the common stock of the corporation.
- c. The preferred stock may be redeemed in whole or in part at any time hereafter, at the option of the Board of Directors upon not less than five days prior notice to the holders of record of the preferred stock, given in such manner and form and on such terms and conditions as may be prescribed by the By-Laws or by resolution of the Board of Directors. It may be redeemed by payment in cash, for each share of the preferred stock to be redeemed,

of the sum of \$101.00 per share in addition to payment of all declared but unpaid dividends accrued on each such share.

ARTICLE VI

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

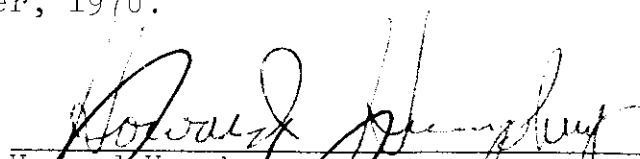
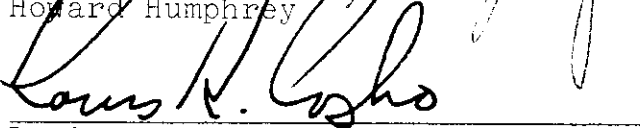
<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Howard Humphrey	4006 Mountain View Drive, Boise, Idaho	1
Louis H. Cosho	531 Warm Springs Avenue, Boise, Idaho	1
Cheryl L. Brewer	1007 North 20th Street, Boise, Idaho	1

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

We, the undersigned, being all of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of

Incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectively agree to take the number of shares of stock hereinbefore set opposite our names and, accordingly, have hereunto set our names, hands and seals this 7th day of December, 1970.

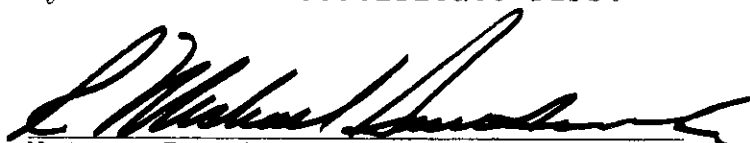

Howard Humphrey

Louis H. Cosho


Cheryl L. Brewer

STATE OF IDAHO)
) ss.
County of Ada)

On this 7th day of December, 1970, before me, the undersigned, a Notary Public in and for said State, personally appeared HOWARD HUMPHREY, LOUIS H. COSHO and CHERYL L. BREWER, known to me to be the persons whose names are subscribed to the within 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 certificate first hereinabove written.


Notary Public for Idaho
Residing at Boise, Idaho