

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

KANIKSU DEVELOPMENT CORPORATION

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: September 5, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zebala*

ARTICLES OF INCORPORATION

OF THE KANIKSU DEVELOPMENT CORPORATION

RECEIVED
SEC. OF STATE

89 SEP 5 AM 9 02

The undersigned, acting as the incorporator of a corporation pursuant to the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be Kaniksu Development Corporation.

ARTICLE II.

The corporation shall have perpetual existence.

ARTICLE III.

This corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act. This purpose includes but is not limited to the promotion, acquisition, development, lease and sale of real property, as well as the acquisition, lease and sale of personal property.

ARTICLE IV.

The total number of shares of the corporation shall consist of 1,000 shares of common stock having no par value per share. All shares shall be of one class denoted as common stock and each share shall be entitled to one vote.

ARTICLE V.

There are no provisions denying preemptive rights.

ARTICLE VI.

Provisions for the regulation of the internal affairs of the corporation are to be set forth in the bylaws of the corporation.

ARTICLE VII.

The address of the initial registered office of the corporation and the name of its initial registered agent at such address is: John C. Gillham III, 1900 Gold Creek Road, Sandpoint, Idaho. Said address and registered agent may be changed from time to time as the members of the board of directors of this corporation may so direct.

ARTICLE VIII.

The number of directors of the initial board of directors of the corporation is three. The board of directors shall have a minimum of 3 directors and a maximum of 5 directors. The names and addresses of the persons who are to serve as initial directors until the first annual meeting of shareholders or until their successor or successors qualify are:

George Gauzza
419 Michigan Street
Sandpoint, ID 83864

John C. Gillham III
1900 Gold Creek Road
Sandpoint, ID 83864

Wendell Shackelford
1243 Gregory Avenue
Wilmette, IL 60091

ARTICLE IX.

The name and address of the incorporator of this corporation is:

John C. Gillham III
1900 Gold Creek Road
Sandpoint, ID 83864

These foregoing Articles of Incorporation are dated and executed this 1 day of September, 1989.



JOHN C. GILLHAM III

STATE OF IDAHO)
) ss
County of Bonner)

On this 1st day of September, 1989, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared JOHN C. GILLHAM III, 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 official seal the day and year in this certificate last above written.



Notary Public in and for Idaho
Residing at: Hope
Commission expires: 9-23-92