

# State of Idaho

## Department of State

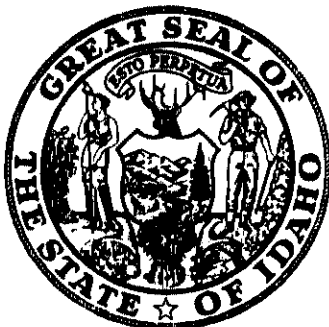
### CERTIFICATE OF INCORPORATION OF

#### LAKE FOREST 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: March 23, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By 

RECEIVED  
SEC. OF STATE

ARTICLES OF INCORPORATION  
OF

94 MAR 23 AM 8 51 LAKE FOREST DEVELOPMENT CORPORATION

IDAHO SECRETARY OF STATE  
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DIST # 32294  
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#1: # 100  
#2: # 100

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Idaho

ARTICLE I

The name of the corporation shall be LAKE FOREST DEVELOPMENT CORPORATION.

ARTICLE II

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Idaho, or any other state, county, territory or nation including the sale of insurance.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The street address of the initial registered office of the corporation shall be 10332 Fairview Avenue. Suite 201 Boise, Idaho, and the name of the initial Registered Agent for the corporation at that address is Dale C. DeGraff.

ARTICLE V

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI

**This corporation shall exist perpetually.**

#### **ARTICLE VII**

**Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.**

#### **ARTICLE VIII**

**No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.**

**This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:**

**Mark Allan P.O.BOX 8264 BOISE, ID. 83634  
Dale C. DeGraff 6742 W. WESTWOOD BOISE, ID. 83704  
Vernon J. Shaw P.O.BOX 8264 BOISE, ID.83634**

#### **ARTICLE 1X**

**The name and address of the incorporator is:**

**P.L. Johnson  
955 South Virginia Suite 203  
Reno, Nevada.**

ARTICLE X

The method and manner of holding of Director's meetings and Stockholder's meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the Bylaws of this corporation and by the laws of the State of Idaho.

ARTICLE XI

These articles may be amended in any respect conformable to the laws of the State of Idaho by a vote of three-fourths of the Stockholders entitled to vote in a meeting of Stockholders called for that purpose as prescribed by law.

IN WITNESS WHEREOF, I have hereunto set my hand this 16th day of MARCH, 1994.

P. L. Johnson  
P. L. JOHNSON