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**Department of State.**

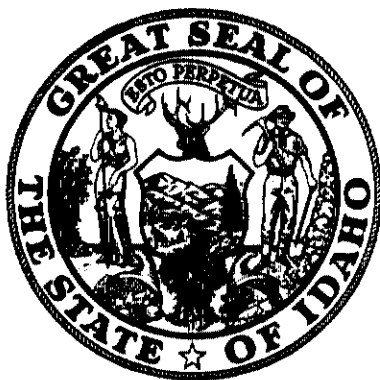
**CERTIFICATE OF INCORPORATION  
OF**

**WOOD RIVER VALLEY BARTER, 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 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: **January 28, 1991**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

WOOD RIVER VALLEY BARTER, INC.

ARTICLES OF INCORPORATION

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SEC. OF STATE

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**FIRST:** The undersigned, Stephen G. Palken, whose post office address is P.O. Box 1643, Sun Valley, Idaho, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Idaho.

**SECOND:** The name of the corporation (hereinafter called "the corporation") is WOOD RIVER VALLEY BARTER, INC.

**THIRD:** The purposes for which the corporation is formed are as follows:

To engage in any lawful act or activity for which corporations may be organized under the laws of Idaho, and without limiting the foregoing to acquire, purchase, own, hold, operate, develop, manage, lease, mortgage, pledge, exchange, sell, transfer or otherwise dispose of and to invest, trade or deal in, real and personal property of every kind and description or any interest therein.

To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the general laws of the State of Idaho now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights, or privileges so granted or conferred.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms or any other clause of this or any other article of these Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

**FOURTH:** The post office address of the principal office of the corporation in the State of Idaho is P.O. Box 1643, Sun Valley, Idaho 83353. The name of the resident agent of the corporation in this State is Stephen G. Palken, and the street address of the resident is 206 Easy Street, Hailey, Idaho 83340. Said resident agent is a citizen of the State and actually resides herein.

**FIFTH:** The total number of shares of stock which the corporation has authority to issue is Ten Thousand (10,000) shares

of the par value of One Dollar (\$1.00) a share, all of Ten Thousand Dollars (\$10,000). Every share of common stock shall be equal in all respects to every other share of common stock.

**SIXTH:** The number of directors of the corporation shall be two (2), which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than the number of shareholders. The names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

Stephen G. Palken  
P.O. Box 1643  
Sun Valley, ID 83353

Melina A. Pinkstaff  
P.O. Box 1643  
Sun Valley, ID 83353

**SEVENTH:** The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the corporation and of the directors and stockholders:

The board of directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes whether now or hereafter authorized.

Notwithstanding any provision of law requiring a greater proportion than a majority of the votes of all classes, or of any class, of stock entitled to be cast to take or authorize any action, the corporation may take or authorize such action upon the concurrence of a majority of the aggregate number of the votes entitled to be cast thereon.

The corporation reserves the right from time to time to make any amendment of its charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its charter, of any outstanding stock.

**EIGHTH:** The duration of the corporation shall be perpetual.

SIGNED this 24<sup>th</sup> day of January, 1991.

  
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Stephen G. Palken, Incorporator