

FILED

ARTICLES OF INCORPORATION
OF
PIERCE PARK GREENS, INC.

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SECRETARY OF STATE
IDAHO SECRETARY OF STATE
3/18/1998
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The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation.

FIRST: The name of the corporation is Pierce Park Greens, Inc.

SECOND: The purpose or purposes for which the corporation is organized are the transaction of any and all business for which corporations may be incorporated under the Idaho Business Corporation Act.

THIRD: The number of shares the corporation is authorized to issue is 500,000 shares of common stock. All shares of stock authorized hereunder shall have no par value per share.

FOURTH: The address of the initial registered office of the corporation is 5220 Redbridge, Boise, Idaho 83703, and the name of its initial registered agent at such address is DENNIS E. LABRUM.

FIFTH: The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Dennis E. Labrum	5220 Redbridge Boise, Idaho 83703

SIXTH: The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the people who will serve as the directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Dennis E. Labrum	5220 Redbridge Boise, Idaho 83703
Jay L. Satterfield	8406 Cleat Court Indianapolis, Indiana 46236

SEVENTH: There shall be no personal liability, either direct or indirect, of any director of the corporation to the corporation or its shareholders for monetary damages for any

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breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the corporation or to its shareholders for monetary damages for any breach, act, omission or transaction as to which the Idaho Business Corporation Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision is in the corporation's original articles of incorporation and, thus, is effective on the date of the corporation's incorporation. This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the corporation, or any repeal or modification of the Idaho Business Corporation Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right or protection of a director of the corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

EIGHTH: In addition to the other powers now or hereafter conferred upon the corporation by these Articles of Incorporation, the Idaho Business Corporation Act or otherwise, the corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time. The board of directors is hereby authorized on behalf of the corporation, and without shareholder action, to exercise all of the corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

NINTH: The shareholders of the corporation shall have a preemptive right to acquire proportional amounts of the corporation's unissued shares or securities convertible into such shares or carrying a right to subscribe for or acquire such shares, upon the decision of the board of directors to issue them. The preemptive right granted herein shall not be limited by the provisions of Section 30-1-630 of the Idaho Business Corporation Act. The preemptive right granted hereby shall only be an opportunity to acquire shares or other securities under

such uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable opportunity for the exercise of such rights.

In witness whereof, I have subscribed these Articles of Incorporation this 19th day of March, 1998.


DENNIS E. LABRUM, Incorporator

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