

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

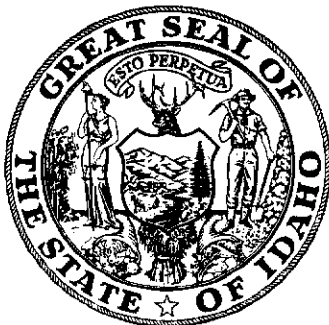
WINTERHAWK ENTERPRISES, INC.

File number C 114031

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 6, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Davis*

Mar 6 3 10 PM '96

ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
STATE OF IDAHO

WINTERHAWK ENTERPRISES, INC.

The undersigned, in order to form a corporation pursuant to Idaho Business Corporation Act, certify as follows:

ARTICLE I

The name of the corporation is Winterhawk Enterprises, Inc. (hereafter "Corporation").

ARTICLE II

The purposes for which this Corporation is organized are as follows:

1. To engage in real estate development; and
2. To engage in any other lawful activity or business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The address of the initial registered office of the Corporation shall be 5038 Coyote, Boise, Idaho 83709, and the name of its initial registered agent at such address is William Proctor.

ARTICLES OF INCORPORATION - 1

IDAHO SECRETARY OF STATE  
DATE 03/06/1996 0900 43313

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ARTICLE V

The shares of stock to be issued by the Corporation shall consist of one class only, and the aggregate number of shares which the Corporation shall be authorized to issue shall be 10,000 shares of stock, each having a par value of \$1.00 per share. All shares of stock shall have the same rights in such Corporation and shall be nonassessable when paid in full.

ARTICLE VI

The names and post office addresses of the incorporators and organizers, who have named themselves as the initial directors to serve until the first election of directors of the Corporation, are as follows:

NAME:

ADDRESS:

William Proctor  
Joni Proctor

5038 Coyote, Boise, Idaho  
5038 Coyote, Boise, Idaho

ARTICLE VII

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.

ARTICLE VIII

The 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.

Dated: 2/27/96

William R. Proctor

Joni L. Proctor

STATE OF IDAHO )  
                  ) ss  
County of Ada )

On this 27th day of February, 1996, before me, the undersigned, a Notary Public in and for said State, personally appeared William and Joni Proctor, known to me to be the person(s) whose name(s) are subscribed to the within instrument, and acknowledged to me that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Lillian C. Harden  
Notary Public for Idaho  
Residing at Boise, Idaho