

**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**B & D MANAGEMENT, 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: April 11, 1988



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Sandra Mantey*

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SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

B & D MANAGEMENT, INC.

The undersigned natural persons, each more than eighteen years of age, hereby establish a corporation pursuant to the Statutes of Idaho and adopt the following Articles of Incorporation.

ARTICLE I

Name. The name of this Corporation is: B & D MANAGEMENT, INC.

Period of Duration. The Corporation shall have perpetual existence.

ARTICLE II

Purposes. The purposes for which the Corporation is organized are as follows:

a. To take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise deal in, handle, and dispose of real estate, real property, and all interest or right therein.

b. To take, purchase, or otherwise acquire, and to own,

hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise deal in and dispose of such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held or disposed of by it under the laws of the State of Idaho.

c. To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate, deal, and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, and plants, and any and all other structures and erections which may in the judgment of the Board of Directors, at any time be necessary, useful, or advantageous, for the purposes of the corporation.

d. To make, enter into, perform, and carry out contracts for constructing, building, altering, improving, repairing, decorating, maintaining, furnishing, and fitting up buildings, tenements, and structures of every description, and to advance money to and enter into agreements of all kinds with builders, contractors, property owners, and others, for said purposes.

e. To transact the business of buying and selling, dealing in leasing, renting, and managing real estate and any interests therein for its own account or for the account of others; to collect rents and to make repairs and transact for the general business of a real estate agent.

f. To purchase, sell, manufacture, and deal in building

materials and goods, wares, and merchandise, and to carry on any other lawful trade or business incident or proper for use in connection with the purchase, sale, ownership, construction, maintenance, and management of real property.

g. To purchase, lease, exchange, hire, or otherwise acquire lands, or any interest therein, whatsoever and wheresoever situated; to erect, construct, rebuild, enlarge, alter, improve, maintain, manage, and operate houses, buildings, or other works of any description on any lands owned or leased by the corporation, or upon any other lands; to sell, lease, sublet, mortgage, exchange, or otherwise dispose of any of the lands or any interest therein or any houses, buildings or other works owned by the corporation, to engage generally in the real estate business, as principal, agent, broker, or otherwise, and generally to buy, sell, lease, mortgage, exchange, manage, operate, and deal in lands or interest in lands, houses, buildings, or other works; to purchase, acquire, hold, exchange, pledge, hypothecate, sell, deal in, and dispose of tax liens and transfers of tax liens on real property.

h. To act as agent, broker, or attorney in fact for any person or corporation in buying, selling, and dealing in real estate and real property, and any interest and estates therein, on commission, or otherwise; to make or obtain loans upon such property, and to supervise, manage, and protect such property and all loans, interest in, and claims affecting the same.

i. To carry on the business of developing and improving

real property; to lay out for public use roads, streets, avenues, or highways upon or through its lands; to extend, continue, or connect such roads, streets, avenues, or highways upon or through other real property to be acquired; to lay out and establish such roads, streets, avenues, or highways and the extensions, continuations, or connections thereof; and to construct drains, or sewers, and such bridges or culverts as may be necessary to maintain the grades of, or for the extension, continuations or connections of the roads, streets, avenues, or highways so laid out.

j. To purchase, or otherwise acquire, lease, contract for, own and hold, in whole and in part, the business good will, rights, franchise, privileges and property of every kind of any person, firm, partnership, association or corporation engaged in or incidental to the purposes and objects hereinabove named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which is permitted under the laws of the State of Idaho, under which this corporation is organized, to the same extent and as fully as a natural person might or could do.

### ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is as follows: One Thousand (1,000) shares of common stock with voting rights, having one dollar (\$1.00) par value per share and said stock shall be nonassess-

able.

#### ARTICLE IV

Preemptive Rights. Shareholders shall have preemptive rights in any stock, issued or unissued, giving them the right of first refusal in the transfer of any corporate stock.

#### ARTICLE V

Cumulative Voting. Cumulative voting shall be allowed in the election of directors.

#### ARTICLE VI

##### Provisions for Regulation of Internal Affairs

Section 1. Meetings of Stockholders. Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws.

Section 2. Meetings of Directors. The meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested solely in the Board of Directors. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent

with the law or the Articles of Incorporation.

Section 4. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are stockholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transactions, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall nevertheless authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 5. Amendments of Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter, or repeal, or to add any provisions of its Articles of Incorporation in the manner prescribed by the laws of Idaho.

## ARTICLE VII

### Initial Registered Office and Agent

Section 1. Registered Office. The address of the initial registered office of the Corporation shall be ~~Post Office Box~~ <sup>320 State Street</sup> 225, Weiser, Idaho 83672.

Section 2. Registered Agent. The name of the initial registered agent of the Corporation at such address shall be Robert M. Taisey, Jr.

## ARTICLE VIII

### Directors

Section 1. Number of Directors. The business and affairs of the Corporation shall be managed by a Board of Directors, which shall exercise all the powers of the Corporation except as otherwise provided in the Idaho Corporation Code. The number of directors of the Corporation shall not be less than one (1), nor more than three (3), and the exact number shall be fixed by the By-Laws of the Corporation. In the absence of a By-Law the number of directors shall be two (2). The number of directors may be increased or decreased from time to time by amendment of the Code of By-Laws, but no decrease shall have the effect of shortening the term of any incumbent directors. Directors must be stockholders of the Corporation.

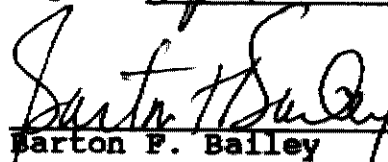
Section 2. Names and Addresses. The names and addresses of the incorporators and initial directors of the Corporation are as follows:



Barton F. Bailey  
Post Office Box 15  
Weiser, Idaho 83672

Thomas A. Dobrusky  
1413 Kanab Circle  
Bloomington, Utah 84770

IN WITNESS WHEREOF, we, the undersigned, being all the incorporators designated in Article VIII of the foregoing Articles of Incorporation, have executed said Articles of Incorporation as of the 4<sup>th</sup> day of April, 1988.

  
Barton F. Bailey

  
Thomas A. Dobrusky