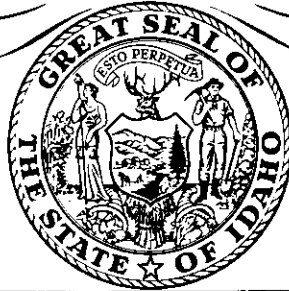


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

CARLTON COURT, INC.

was filed in the office of the Secretary of State on the **Sixteenth** day
of **September** A.D. One Thousand Nine Hundred **Sixty-three** and
duly recorded on Film No. **125** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for

perpetual existence from the date hereof, with its registered office in this State located at

Pocatello

in the County of

Bannock.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **16th** day of **September**,
A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, being natural persons of full age, and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

I.

That the name of this corporation shall be:

CARLTON COURT, INC.

II.

That the purposes for which said corporation is formed are:

- (1) To purchase, acquire, hold, possess, sell, lease, convey, and dispose of lands, lots and other property, both real and personal.
- (2) To build, erect, construct, lease, or otherwise acquire, manage, occupy, maintain and operate a building, or buildings, of every kind, and for all purposes, on the said land so obtained (or on other lands), as well as to enter into contracts for the construction of, maintenance of, and erection of buildings of every type and kind on said lands.
- (3) To sell, assign, transfer, lease, mortgage, manage, pledge, exchange, or otherwise dispose of the properties of said corporation.
- (4) To incur indebtedness and to raise, borrow and secure the payment of money in any lawful manner, including the right to mortgage its property and to issue and sell debentures, obligations, negotiable and transferable instruments, and evidence of indebtedness of all kinds, and to secure the same by pledge, mortgage, deed of trust, or otherwise; to borrow money of its shareholders, to issue debentures or other negotiable instruments therefor and authorize the payment of interest thereon.
- (5) To erect and construct, among other buildings, a building to be occupied, sold or leased by the shareholders of this corporation, and to divide the same into units and to designate and assign a unit, or units, to any shareholder, and to designate on its certificates of common capital stock the unit, or units, so owned or controlled by such shareholder, and to collect assessments, rents, operating expenses or incidental expenses from each of said shareholders.
- (6) To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether specified or not, either alone or in conjunction with other firms, individuals or corporations, and to do any other act, or acts, thing or things, incidental or pertinent to or

or connected with the business hereinbefore described, or any part or parts thereof, and to promote the objects for which said corporation is formed; and to deal with goods, wares, merchandise and real and personal property of every class and description.

III.

That the corporation is to have perpetual existence.

IV.

That the location and post-office address of its registered office in this state shall be Pocatello, Tannock County, Idaho.

V.

That the total authorized capital stock of said corporation is Twenty-Five Thousand Dollars (\$25,000.00), consisting of Two Hundred Fifty (250) shares of capital stock of the par value of One Hundred Dollars (\$100.00), per share, and the entire voting stock of this corporation shall be divided into equal 250 shares.

VI.

That the amount of capital stock of said corporation which has actually been subscribed is Eighty-Four (84) shares of capital stock.

VII.

That the following are the names and post office addresses of the incorporators, together with the number and par value of the shares subscribed by each of said incorporators:

<u>NAMES AND ADDRESSES</u>	<u>SHARES</u>	<u>PAR VALUE</u>
Jayson C. Holladay Route 1 South Pocatello, Idaho	28	\$100.00
Grant C. Brower Pocatello Creek Road Pocatello, Idaho	28	\$100.00
Arthur H. Nielson, Jr. 159 South 17th Avenue Pocatello, Idaho	28	\$100.00

VIII.

That the number of directors of said corporation shall consist of three directors. And during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as provided by the by-laws; provided, however, that the number of directors constituting the board shall not be less than three nor more than five.

IX.

That the power to amend and amend the By-laws and adopt new By-laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of the directors or of the allotted shares as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-laws.

X.

That said corporation shall have the power to purchase, hold, sell and transfer shares of its own capital stock, provided, however, its funds or property shall not be used for the purchase of shares of capital stock issued by it if such use should cause an impairment of its capital; and provided, further, that the shares of capital stock so purchased shall not be voted at meetings of shareholders of this corporation, and shall be eliminated in determining the presence of a quorum at such meetings.

IN WITNESS WHEREOF, we have hereunto set our hands and seals to this instrument this 12th day of September, 1963.

Jayson C. Holladay
Jayson C. Holladay

Grant C. Brower
Grant C. Brower

Arthur H. Nielson, Jr.
Arthur H. Nielson, Jr.

STATE OF IDAHO)
 : ss
COUNTY OF BANNOCK)

September,
On this 12th day of ~~August~~ September, 1963, before me, a notary public, in and for said county and state, personally appeared Jayson C. Holladay, Grant C. Brower, Arthur H. Nielson, Jr., known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

Mabel M. Fennell
NOTARY PUBLIC FOR IDAHO
Residing at Pocatello, Idaho

(Seal)

My commission expires:

April 18, 1966