

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

GARDEN VALLEY ASSOCIATION, INC.

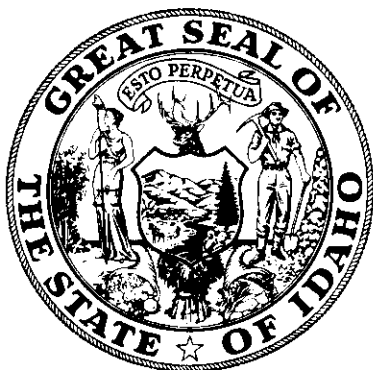
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

GARDEN VALLEY ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 September 27, 19 83.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

83 SEP 27 PM 4 43

OF

GARDEN VALLEY ASSOCIATION, INC.

SECRETARY OF
STATE

In compliance with the requirements of the law of Idaho relating to nonprofit corporations and acts amendatory and supplemental thereto, including particularly Title 30, Chapter 3, Idaho Code, the undersigned natural person, being of full age and a resident of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, does hereby as incorporator, adopt the following Articles of Incorporation and certify:

ARTICLE I

NAME

The name of the corporation is GARDEN VALLEY ASSOCIATION, INC., hereinafter called the "Corporation".

ARTICLE II

NONPROFIT CORPORATION

This Corporation is a nonprofit corporation.

ARTICLE III

DURATION

The duration of this Corporation shall be perpetual.

ARTICLE IV

PURPOSE AND POWERS OF THE CORPORATION

This Corporation shall be a nonprofit membership corporation. The purpose of the Corporation shall be to provide for the

maintenance, preservation, safety and betterment of the inhabitants of the Garden Valley, Boise County, Idaho area. In this connection, the corporation shall promote the health, safety and welfare of its members and, specifically, shall have additional powers to:

a. Promote other charitable activities for the common good of the Garden Valley, Idaho community directly or indirectly;

b. Fix, levy and collect dues from the members for the purpose of carrying out these objectives;

c. Acquire (by gift, purchase or otherwise), own, sell, hold, improve, build upon, operate, maintain, convey, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Corporation; and

d. Have and to exercise any and all powers, rights and privileges which a corporation organized under the laws for general nonprofit corporations in the State of Idaho by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

All residents of the Garden Valley, Boise County, area and any other person interested in the objectives of the Corporation shall be entitled to membership in the Corporation which membership shall be evidenced by a certificate of membership or certificate of stock.

ARTICLE VI

VOTING RIGHTS

Each member of the Corporation shall be entitled to one vote.

ARTICLE VII

CORPORATION ADDRESS

The street address of the initial registered office of the Corporation shall be c/o Larry G. Throngard, Pine Tree Ranch, Garden Valley, Idaho 83622.

ARTICLE VIII

BOARD OF DIRECTORS

The initial Board of Directors shall be three persons who are by name: Larry Throngard, Garden Valley, Idaho 83622; Bruce C. Beck, Garden Valley, Idaho 83622; and Dave Alley, Garden Valley, Idaho 83622.

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is:

Larry G. Throngard
Pine Tree Ranch
Garden Valley, Idaho 83622

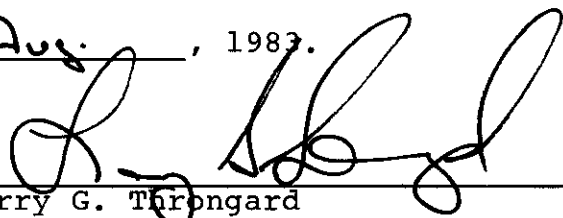
ARTICLE X

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation shall require the assent of those members casting two-thirds (2/3) of the votes of the Corporation at any regular members' meeting or a special meeting called specifically for that purpose.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, I, the

incorporator of this Corporation, have executed these Articles of
Incorporation this 31 day of Aug., 1983.



Larry G. Throngard