



CERTIFICATE OF INCORPORATION
OF

BIG SPRINGS RETREAT OF IDAHO, INC.

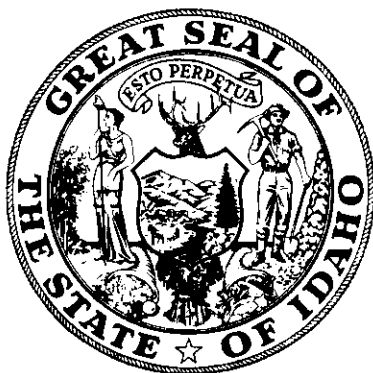
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

BIG SPRINGS RETREAT OF IDAHO, INC.

,
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 June 16, 19 80.



SECRETARY OF STATE

Corporation Clerk

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Idaho Corporation Laws, adopt the following Articles of Incorporation for such corporation:

I.

The name of the Corporation is Big Springs Retreat of Idaho, Inc.

II.

The period of its duration is perpetual, date of fiscal year end-April 30th.

III.

The location and Post Office address of the registered office of said corporation in the state of Idaho shall be Blackfoot, county of Bingham, State of Idaho.

IV.

The purpose or purposes for which the Corporation is organized are:

To buy, sell, lease, option, rent or otherwise acquire real estate or real estate interests as principals, agents, or on a franchise basis or otherwise, upon which land resources or otherwise can be built, developed, established, constructed, maintained or otherwise created, anywhere in the United States, in any manner or form permitted by law.

To engage in the said land development in all its aspects, including Recreation, to maintain, construct or develop the same as above provided and to do any and all things necessary to provide necessary facilities and conveniences, to contract and negotiate in any and all ways necessary to carry out said objectives.

To engage in any other activities not here specifically referred to which would be helpful or compatible to the full development of the above pursuits which are otherwise permitted by law.

To purchase, own, hold, sell, dispose of and convey (and to subscribe for) the stocks, bonds and debentures of any other corporation or corporations.

To invest the moneys of this corporation in any stocks, bonds, debentures and other negotiable personal property, chosen in action or securities.

To subscribe and or develop real projects subject to long term personal or government contracts, leases, or permits.

To purchase, own, hold, possess, rent, lease, improve, and acquire all real estate and personal property necessary, desirable, or convenient, for the transaction of the business of this corporation, and to sell, transfer, convey, lease, mortgage, give in trust and dispose of its property, real and personal and any part or portion thereof, in such manner as may be deemed convenient, desirable, expedient or necessary.

To borrow money on its notes, bonds, debentures and other obligations for the general or any special purpose of the corporation and to mortgage, pledge and give in trust any and all of its property, real and personal, to secure the payment thereof.

To contribute to, subsidize, or otherwise aid, or take part in any operation or matter herein authorized, though constructed, maintained and operated by any other company or persons: and to buy, sell, manufacture and deal in all kinds of goods, stores, implements, provisions, chattels, and effects required by the company or its workmen and servants.

To enter into any agreement for sharing profits, union or interest, or co-operation with any other person or company carrying on, or about to carry on, any business or transaction similar, in whole or in part, to the business which this corporation would be authorized to carry on under its own powers.

To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, good, wares and merchandise, and real and personal property of every class and description.

To acquire and pay for in cash, stocks or bonds of this corporation, or otherwise, the good will, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in

respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To engage in any and all other activities not here specifically referred to which would be helpful or compatible to the full development of the above pursuits which are otherwise permitted by law.

V.

No contract or other transaction between the corporation and one or more directors, or between the Corporation and any corporation, firm or association in which one or more of its directors are directors or are financially interested, shall be either void or voidable by reason of the fact that such director or directors are present at the meeting of the Board of Directors or a committee thereto which authorized or approves such contract or transaction, or that his or their votes are counted for such purpose, if:

(a) The fact of such common directorship or financial interest be disclosed or known to the Board of Directors or committee and noted in the minutes, and the Board or committee authorize, approve or ratify such contracts or transaction in good faith by a vote sufficient for such purpose without counting the vote or votes of such director or directors or

(b) The fact of such common directorship or financial interest be disclosed or known to the shareholders and they approve or ratify such contract or transaction in good faith by a majority vote or written consent of shareholders entitled to vote; or

(c) The contract or transaction be just and reasonable as to the corporation at the time it was authorized or approved.

Such common interested directors may be counted in determining the presence of a quorum at such meetings.

VI.

The aggregate number of shares which the Corporation shall have authority to issue is (20,000) shares of common stock of the par value of \$ 1.00 per share.

All shares shall be fully paid when issued and each shall be

entitled to one cumulative vote in all corporate affairs and shall share equally upon dissolution.

VII.

Provisions for the regulation of the internal affairs of the Corporation are:

The affairs and management of this Corporation shall be under the control of the Board of Directors consisting of three members to be elected by the Stockholders at the annual or special stockholders meeting by the majority of the stock present at such meeting.

The officers of this Corporation shall consist of a President, Vice President, Secretary-Treasurer, and said officers shall be elected by a majority of the Directors at a meeting regularly called or in any other meeting called for that purpose.

The number of Directors may be increased at any time by a majority vote of the Board of Directors and as provided by the by-laws.

The majority of the shares present in person or by proxy entitled to vote at any stockholders meeting, but not less than 2/3 of the outstanding shares entitled to vote at such meeting, shall constitute a quorum for the transaction of all business at stockholders meetings.

Any transaction of the Corporation is not invalidated nor affected by the fact that a Director or officer is personally interested in or affected by such transaction, provided that his interest in the same be made known to all other Directors who vote in favor of the same and before such vote was taken, and that the interest of such Director or officer is recorded in the minutes of the proceedings of the Board of Directors meeting, together with the fact that all persons voting for such transactions were so informed of this interest before the vote was taken.

The private property of the common stockholders of this Corporation shall not be liable for corporate debts.

VII-A


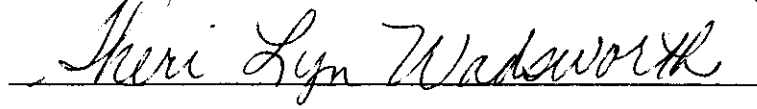

The address of the initial registered address of the corporation is Route 5 Box 94, Blackfoot, Idaho, and the name of the initial registered agent at such address is Lyle Peterson.

VIII.

The names and post office addresses of each of the incorporators, being the initial Directors of the Corporation, (being three in number), signing the articles of Incorporation are as follows:

Name	Shares Subscribed To	Address
Lyle Peterson	1 Share	Route 4 Box 94 Blackfoot, ID 83221
Sheri Lyn Wadsworth	1 Share	260 Smith St. Blackfoot, ID 83221
Debra Ogata	1 Share	822 Parkway Drive Blackfoot, ID 83221

Signatures of Incorporators (who are the initial directors of the Corporation).

STATE OF IDAHO)
COUNTY OF BINGHAM)

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On this 6th day of June, 1978, before me, Murray
Jim Sorensen a Notary Public, personally appeared Lyle Peterson
Sheri Lyn Wadsworth, Debra Ogata
, known to be the persons whose names are subscribed
to the within instrument, and acknowledged to me that they executed
the same.

Dated this 6th day of June, 1978⁸⁰.

John A. Peterson

Sheri Lyn Wadsworth

Webster Ogata

Signed and sealed before me this 6th day of June, 1980.

this 6th day of June,
Mary J. [Signature]
 Notary Public

seal