

State of Idaho

Department of State.

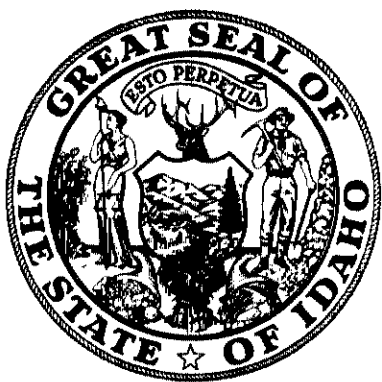
CERTIFICATE OF INCORPORATION OF

C-J ESTATES, 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: December 13, 1990



Pete T. Cenarrusa
SECRETARY OF STATE

by: *Ernest M. Zwick*

ARTICLES OF INCORPORATION OF

C-J ESTATES, INC.

RECEIVED
SEC. OF STATE

1990 DEC 13 AM 9
The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

I.

The name of the corporation is C-J ESTATES, INC.

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under this act.

IV.

The authorized capital stock of this corporation shall consist of 500,000 shares of common stock having a par value of TEN CENTS (\$.10) per share and an aggregate par value of FIFTY THOUSAND DOLLARS (\$50,000.00), 51 percent belonging to Chet McCullough and 49 percent to Judith McCullough; all said shares shall be issued fully paid and shall not be subject to an assessment.

V.

The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever. This corporation shall commence doing business once at

least FIFTY THOUSAND DOLLARS (\$50,000..00) has been received as consideration for the issuance of capital stock.

VI.

The address of the initial register office of the corporation is 745 W. Bridge, Suite D, Blackfoot, Idaho, and the name of its initial registered agent at such address is David N. Parmenter.

VII.

This corporation shall have the power and authority to buy its own stock and hold the same as treasury stock or to sell or otherwise dispose of the same.

VIII.

The number of directors constituting the initial Board of Directors of this corporation is two (2). The name and address of that person who shall serve as director until his successor is elected and qualified is Chet McCullough.

IX.

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Chet McCullough	PO Box 1533 Wildomar, CA 92395
Judith McCullough	PO Box 1533 Wildomar, CA 92395

X.

It is expressly provided and made a part of any contract of subscription to the stock of this corporation that every stockholder or shareholder of this corporation before selling any stock belonging to himself shall offer to sell the same to the

corporation at the fair book value of said stock at the time such offer is made. In the event the corporation declines to purchase such stock after being given said offer in writing, every shareholder and stockholder before selling any such stock shall offer the same to the remaining shareholders and stockholders at the fair book value of such stock at the time such offer is made. In case of disagreement of what the fair book value is at any such time, the matter in dispute shall be arbitrated. Any attempt of sale of any stock to a person or persons other than as heretofore expressed shall be void.

XI.

The right and power to amend, appeal, alter, rescind and adopt the By-Laws of this corporation and to adopt new By-Laws is expressly conferred upon the Board of Directors of this corporation as provided by statute.

Chet McCullough
CHET McCULLOUGH
AKA *Chet McCullough*
Judith McCullough
JUDITH McCULLOUGH

STATE OF CALIFORNIA)
County of RIVERSIDE) ss

On this 26th day of February, 1990, before me personally appeared Chet McCullough, an officer of the corporation, who executed this instrument on behalf of said corporation and acknowledged to me that such corporation executed the same.

My comn exprs:
1/28/94

Robert S. Gonzales
NOTARY PUBLIC in and for the
State of Calif., residing at
INDIO
therein

