



## 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

**SUNDOWN STRUCTURES, INC.**

was filed in the office of the Secretary of State on the **Eleventh** day of **October**, A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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

**Boise** in the County of

**Ada**

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 **11th** day of **October**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

SUNDOWN STRUCTURES, INC.

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned persons, all of whom are natural persons of full age and all of whom are citizens of the United States of America, do hereby voluntarily associate ourselves together for the purpose of forming a general business corporation for profits and, in compliance with said statute of the State of Idaho, we do certify and declare as follows:

ARTICLE FIRST

NAME:

The name of this corporation is and shall be:

SUNDOWN STRUCTURES, INC.

ARTICLE SECOND

DURATION:

The duration of this corporation shall be perpetual.

ARTICLE THIRD

REGISTERED OFFICE  
IN THE STATE:

The address of the registered office and the post office address of the principal place of business of the registered office in the State of Idaho shall be 1900 Main Street, Boise City, Ada County, Idaho.

## ARTICLE FOURTH

### PURPOSES:

The purposes of this corporation shall be to engage generally in the wholesaling and retailing of prefabricated motels, stores, homes or similar structures, and to engage in the wholesaling or retailing of any kind of merchandise, materials or supplies whatsoever, or to engage in the manufacture thereof; that, although the specific purposes of this corporation are to engage generally in the wholesale and retail business, this corporation shall generally have full corporate authority to enter into and to engage in any kind of business of any kind whatsoever which any natural person could or might engage in, except and unless such activity on the part of this corporation shall be specifically prohibited by the laws and statutes of the State of Idaho.

In order to carry out the objects and purposes of this corporation, it shall have full power and authority to buy, sell and deal in any kind of real or personal property and, in dealing with the same, to mortgage, pledge, hypothecate, transfer or trade such real or personal property in the same manner or in the same extent as any natural person might or could do with his own real or personal property.

Further, this corporation shall have full power and authority to raise money to finance itself, or to carry on its operation by borrowing the same upon its own credit, either with or without security therefor, or to issue its own notes or debentures.

This corporation shall have full authority to issue its own capital stock in exchange of goods, wares, merchandise, services or cash, as the Board of Directors of this corporation shall determine.

## ARTICLE FIFTH

### CAPITAL AND DESCRIPTION OF SHARES:

This corporation shall have but one class of stock, which shall be known and designated as Common Stock. All shares when issued shall have equal voting and preemptive rights and shall, when issued, be fully paid and non-assessable. The total capital of this corporation shall be FIVE THOUSAND and NO/100 (\$5,000.00) DOLLARS, to be divided into 5,000 shares, each having a par or nominal value of ONE and NO/100 (\$1.00) DOLLAR per share.

## ARTICLE SIXTH

### NAMES OF INCORPORATORS:

The names of the incorporators of this corporation, together with a statement of the number of shares subscribed by each and their post office address, are as follows:

AUDRIE HASKELL	Boise, Idaho	One Thousand Shares of Common Stock at One Dollar per share
THOMAS GARRETT	Idaho Falls, Idaho	One Thousand Shares of Common Stock at One Dollar per share
DON FEDDER	Idaho Falls, Idaho	One Thousand Shares of Common Stock at One Dollar per share

## ARTICLE SEVENTH

### MANAGEMENT OF CORPORATION:

The management of this corporation shall be vested in a Board of three (3) Directors, who shall be elected by the stockholders at the annual meeting of the stockholders.

The Board of Directors shall convene at least once a year immediately following their election to office, but may from time to time assemble for special meetings,

either with or without notice, either within or without the State of Idaho, as often as the Board of Directors may be called into session by the President of said corporation.

Nothing in these Articles of Incorporation shall require any director or officer to be a stockholder in said corporation.

At all meetings of the Board of Directors, a majority vote shall be required to pass any official action of the corporation, except wherein a different requirement is imposed by the statutes of the State of Idaho.

At the first annual meeting of the directors, said directors shall elect officers of said corporation. The officers of this corporation shall be as follows: a President, a Vice President and a Secretary-Treasurer.

#### ARTICLE EIGHTH

##### TEMPORARY OFFICERS AND DIRECTORS:

Until the first annual meeting of the corporation, the officers and directors of this corporation shall be as follows:

Audrie Haskell, President and Director  
Thomas Garrett, Vice President and Director  
**Don Fedder**, Secretary-Treasurer and Director

#### ARTICLE NINTH

##### ANNUAL MEETING OF STOCKHOLDERS:

The annual meeting of the stockholders of this corporation shall be held on the second Monday of January of each year, commencing with the year 1962, provided, however, that, in the event the second Monday of January in any year shall fall on a legal holiday, then said annual meeting of said stockholders shall be held on the next business day.

## ARTICLE TENTH

## BY-LAWS:

Within thirty (30) days next following the filing of these Articles of incorporation, the stockholders and directors shall adopt a code of By-Laws for its government, which are not inconsistent with the laws and statutes of the State of Idaho.

The By-Laws of this corporation may be amended or repealed, or any By-Laws may be adopted at any annual or special meeting of the stockholders, or any regular or special meeting of the directors, provided, however, that such call for such meeting to adopt, repeal or amend the By-Laws state such purpose.

IN WITNESS WHEREOF, We have hereunto set our  
hands and seals to these Articles of Incorporation, executed  
in triplicate, this 13th day of September, 1961.

(SEAL)

Form 1 and 11 (SEAL)

\_\_\_\_ (SEAL)

(SEAL)

STATE OF IDAHO )  
County of Ada ) : ss.

On this 13th day of September, 1961, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared AUDRIE HASKELL, THOMAS GARRETT, ~~XXXXXXXXXXXX~~ and DON FEDDER, 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.

(SEAT)

Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires: