

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SUMMIT PROPERTY DEVELOPMENT, INC.

File number C 106973

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: July 14, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By 

ARTICLES OF INCORPORATION JUL 14 10 47 AM '94
OF SECRETARY OF STATE
SUMMIT PROPERTY DEVELOPMENT, INC.

ARTICLE 1

The name of the corporation is:

Summit Property Development, Inc.

ARTICLE 2

The corporation shall have perpetual existence.

ARTICLE 3

The purpose of this corporation is to engage in any lawful act or activity for which the corporation may be organized under the Idaho Business Corporation Act.

ARTICLE 4

The authorized capital stock of the corporation shall consist of 100,000 shares of a single class of common stock.

The shares of common stock shall be without par value.

The holders of shares of common stock shall be entitled to receive dividends out of the funds of the corporation legally available therefor at the rate, and at the time or times, whether cumulative or non-cumulative, as may be authorized by the Board of Directors.

The holders of shares of common stock shall have the right, on the basis of one vote per share, to vote for the election of members of the Board of Directors of the corporation and all other matters on which stockholders are required by law, or requested by the Board of Directors, to vote.

ARTICLE 5

The number of directors of this corporation shall be not less than one or a greater number as elected by the stockholders but not to exceed fifteen.

The name and mailing address of the person who is to serve as director until the first annual meeting of stockholders or until his successors are elected and qualified is:

C. Paul Sandifur, Jr.
East 1108 27th Avenue
Spokane, WA 99203

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ARTICLE 6

The Board of Directors of this corporation shall have the power to make and amend its Bylaws subject to the power of the stockholders to change or repeal such Bylaws or any part thereof. The Board of Directors shall not make or alter any Bylaws fixing their qualifications, classifications, terms of office or compensation.

ARTICLE 7

No preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

ARTICLE 8

Subject to provisions of state law, any person, or his legal representative, made a party to any civil or criminal action, suit or proceeding by reason of the fact that he is or was a director, officer or employee of this corporation or of any corporation which he served as such at the request of this corporation, shall be indemnified by the corporation against the reasonable expenses, including, without limitation, attorney's fees and amount paid in satisfaction of judgment or in settlement, other than amounts paid to the corporation by him, actually and necessarily incurred by or imposed upon him in connection with or resulting from the defense of such civil or criminal action, suit or proceeding, or in connection with or resulting from any appeal therein, except in relation to matters as to which it shall be adjudged in such civil or criminal action, suit or proceeding that such person is liable by reason of his willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. In the case of a criminal action, suit or proceeding, a conviction (whether based on a plea of nolo contendere or its equivalent, or after trial) shall not of itself be deemed an adjudication that such director, officer or employee is liable for negligence or misconduct in the performance of his duties to the corporation. Such right of indemnification shall not be exclusive of any other right which a director, officer or employee may have or hereafter acquire and, without limiting the generality of such statement, such persons shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provisions of law or otherwise, as well as their rights herein.

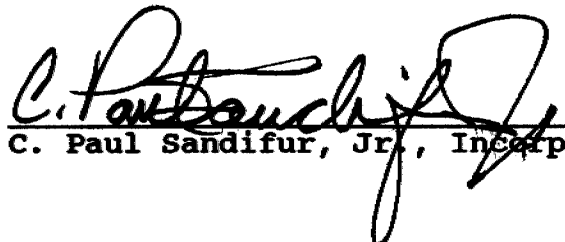
ARTICLE 9

The address of the initial registered office of this corporation is 300 North 6th Street, Boise, ID 83701. The name of the corporation's initial registered agent at such address is CT Corporation System.

ARTICLE 10

The name and address of the incorporator of this corporation is C. Paul Sandifur, Jr., West 929 Sprague Avenue, Spokane, WA 99204.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation in duplicate as of the 27th day of July, 1994.


C. Paul Sandifur, Jr., Incorporator