

Department of State

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

CAVE FALLS, INC.

was filed in the office of the Secretary of State on the **twenty-eighth** day of **July** A.D., One Thousand Nine Hundred **seventy-one** and **will be** / duly recorded on ~~Film~~ **Microfilm** 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, Idaho** 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 **28th** day of **July**,

A.D., 19 **71**

1 ARTICLES OF INCORPORATION
2 OF
3 CAVE FALLS, INC.
4

5 KNOW ALL MEN BY THESE PRESENTS: THAT we, the under-
6 signed, each being a natural person of full age and a citizen
7 of the United States of America, have voluntarily and do
8 hereby associate ourselves together for the purpose of forming
9 a corporation under the laws of the State of Idaho, Idaho Code,
10 Title 30, Chapter 1, and we do hereby certify, declare and
11 adopt the following Articles of Incorporation.

12 I

13 The name of this corporation shall be CAVE FALLS, INC.

14 II

15 The period of existence and duration of the life of this
16 corporation shall be perpetual.

17 III

18 The location of the registered office of this corpora-
19 tion shall be Boise, Idaho, and the address of this corporation
20 shall be Boise, Idaho.

21 IV

22 The nature of the business and the object and purpose
23 of this corporation shall be as follows:

24 (a) The specific business in which the corporation
25 is primarily to engage is to acquire by purchase, lease or
26 otherwise, and to improve and develop real property. To
27 erect dwellings, apartment houses and other buildings, private
28 or public, of all kinds, and to sell or rent the same. To
29 lay out, grade, pave and dedicate roads, streets, avenues,
30 highways, alleys, courts, paths, walks, parks and play areas.
31 To buy, sell, mortgage, exchange, lease, let, hold for invest-
32 ment, or otherwise use and operate estate of all kinds,

1 improved or unimproved, and any right or interest therein.

2 (b) To manufacture, fabricate, assemble, to take,
3 purchase and otherwise acquire, own, hold, use, sell, assign,
4 transfer, exchange, lease and otherwise dispose of, and to invest
5 trade, deal in and deal with goods, wares and merchandise and
6 supplies and all other personal property of every class and
7 description.

8 (c) To acquire, by purchase or otherwise, the goodwill,
9 business, property rights, franchises and assets of every
10 kind, with or without undertaking, either wholly or in part,
11 the liabilities of any person, firm, association or corporation;
12 and to acquire any property or business as a going concern
13 or otherwise (i) by purchase of the assets thereof wholly or in
14 part, (ii) by acquisition of the shares or any part thereof,
15 or (iii) in any other manner, and to pay for the same in cash
16 or in shares or bonds or other evidences of indebtedness of
17 this corporation, or otherwise; to hold, maintain and operate,
18 or in any manner dispose of, the whole or any part of the good-
19 will, business, rights and property so acquired, and to conduct
20 in any lawful manner the whole or any part of any business so
21 acquired; and to exercise all the powers necessary or convenient
22 in and about the management of such business.

23 (d) To take, purchase, and otherwise acquire, own,
24 hold, use, sell, assign, transfer, exchange, lease, mortgage,
25 convey in trust, pledge, hypothecate, grant licenses in respect
26 of and otherwise dispose of letters patent of the United States
27 or any foreign country, patent rights, licenses and privileges,
28 inventions, improvements and processes, copyrights, trademarks,
29 and trade names, and governmental, state, territorial, county
30 and municipal grants and concessions of every character which
31 this corporation may deem advantageous in the prosecution of
32 its business or in the maintenance, operation, development or
extension of its properties.

1 (e) To enter into, make, perform and carry out contracts
2 of every kind for any lawful purpose without limit as to
3 amount, with any person, firm, association or corporation,
4 municipality, county, parish, state, territory, government or
5 other municipal or governmental subdivision.

6 (f) To become a partner (either general or limited, or
7 both) and to enter into agreements of partnership, joint venture,
8 or other arrangements for sharing profits and otherwise parti-
9 cipating in any enterprise, with one or more other persons or
10 corporations, for the purpose of carrying on any business
11 whatsoever which this corporation may deem proper or convenient
12 in connection with any of the purposes herein set forth or
13 otherwise, or which may be calculated, directly or indirectly,
14 to promote the interests of this corporation or to enhance the
15 value of its property or business.

16 (g) From time to time to apply for, purchase, acquire
17 by assignment, transfer or otherwise, exercise, carry out and
18 enjoy any benefit, right, privilege, prerogative or power
19 conferred by, acquired under or granted by any statute, ordinance,
20 order, license, power, authority, franchise, commission, right
21 or privilege which any government or authority or governmental
22 agency or corporation, or other public body, may be empowered
23 to enact, make or grant; to pay for, aid in, and contribute toward
24 carrying the same into effect, and to appropriate any of this
25 corporation's shares, bonds and/or assets to defray the costs,
26 charges and expenses thereof.

27 (h) To subscribe, or cause to be subscribed for, and
28 to take, purchase and otherwise acquire, own, hold, use, sell,
29 assign, transfer, exchange, distribute and otherwise dispose of,
30 the whole or any part of the shares of the capital stock, bonds,
31 coupons, mortgages, deeds of trust, debentures, securities,
32

1 obligations, evidences of indebtedness, notes, goodwill,
2 rights, assets and property of any and every kind, or any part
3 thereof, of any other corporations, association or associations,
4 firm or firms, or person or persons, together with shares,
5 rights, units or interest in, or in respect of any trust estate
6 now or hereafter existing, and whether created by the laws
7 of the State of Idaho or of any other state, territory or country;
8 and to operate, manage and control such properties, or any of
9 them, either in the name of such other corporation or corpora-
10 tions or in the name of this corporation, and while the owner
11 of any of said shares of capital stock, to exercise all the
12 rights, powers and privileges of ownership of every kind and
13 description, including the right to vote thereon, with power
14 to designate some person or persons for that purpose from time to
15 time, and to the same extent as natural persons might or could do.

16 (i) To promote, or to aid in any manner financially
17 or otherwise, any person, firm, corporation or association of
18 which any shares of stock, bonds, notes, debentures or other
19 securities or evidences of indebtedness are held, directly
20 or indirectly, by this corporation; and for this purpose to
21 guarantee the contracts, dividends, shares, bonds, debentures,
22 notes and other obligations of such other persons, firms, corpora-
23 tions or associations; and to do any other acts or things designed
24 to protect, preserve, improve or enhance the value of such
25 shares, bonds, notes, debentures or other securities or evidences
26 of indebtedness.

27 (j) To borrow and lend money, but nothing herein
28 contained shall be construed as authorizing the business of
29 banking, or as including the business purposes of a commercial
30 bank, savings bank or trust company.
31
32

(k) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures, or other evidences of its indebtedness or obligations; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of Idaho as the same are now in force, or may be hereafter amended.

(l) To purchase, acquire, take, hold, own, use and enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign or otherwise dispose of and, generally, to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral bearing lands and hydrocarbon products of all kinds, oil, gas and mineral leases, and all rights and interests therein and, in general, products of the earth and deposits, both subsoil and surface, of every nature and description.

(m) To carry on any business whatsoever, either as principal or as agent, or both, or as a partnership, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state and other states; in the District of Columbia, in the territories and colonies of the United States and in foreign countries.

(n) To have, exercise, use and employ the authority specified in Section 30-114 Idaho Code, and to have, exercise, use, and employ any or all of the same, and any or all of the

1 objects, purposes, powers, privileges, authority and rights
2 therein and herein set forth, both within and without the
3 State of Idaho and the United States of America; and to have
4 one of more corporate or business offices, and to have and
5 operate one or more agencies or other places of business within
6 and without said state, and within or without said United
7 States of America.

8 V

9 That the total authorized number of par value shares
10 of this corporation shall be Twenty-Five Thousand Shares
11 (25,000), each of a par value of One Dollar (\$1.00), and of
12 the aggregate par value of Twenty-Five Thousand Dollars (\$25,000),
13 which said shares shall be common stock and shall not be
14 subject to assessment.

15 VI

16 That the names and post office addresses of each of
17 the incorporators, and the number of shares subscribed by each
18 set opposite their respective names, are:

19	<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
20	Blaine F. Evans	P. O. Box 1559 Boise, Idaho	One (1)	\$1.00
21	Karl Jeppesen	P. O. Box 1559 Boise, Idaho	One (1)	\$1.00
22				
23	Robert J. Koontz	P. O. Box 1559 Boise, Idaho	One (1)	\$1.00

24 VII

25 The first Board of Directors shall consist of three (3)
26 directors, but during their term of office, or thereafter, the
27 number of directors may be increased or decreased from time to
28 time as may be provided by the By-Laws; provided, however, that
29 the number of directors constituting a Board shall not be less
30 than three (3) nor more than seven (7).
31
32

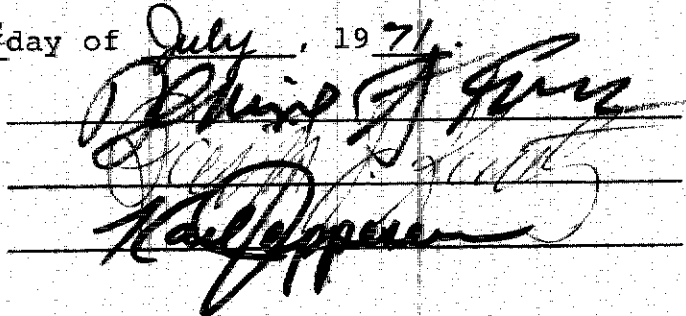
VIII

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-Laws.

IX

All or any meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

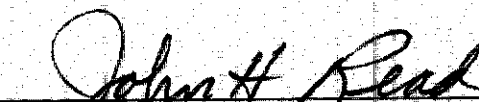
IN WITNESS WHEREOF, we have signed triplicate originals of these Articles this 28th day of July, 19 71.



STATE OF IDAHO)
County of Ada) ss.

On this 28th day of July, 19 71, before me, the undersigned, a Notary Public in and for said State, personally appeared BLAINE F. EVANS, KARL JEPPESEN, and ROBERT J. KOONTZ known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, 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.


Notary Public for Idaho
Residing at Boise, Idaho