



**Department of State**

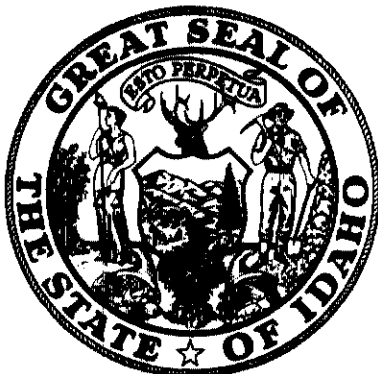
**CERTIFICATE OF INCORPORATION  
OF**

**C/R PROPERTIES CORP.**

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: **March 20,, 1990**



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *Elizabeth M. Zabala*  
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ARTICLES OF INCORPORATION OF

C/R PROPERTIES CORP.

Mar 20 1 41 PM '90

SECRETARY OF STATE

The undersigned, acting as the incorporator of a corporation under the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation, to-wit:

Article One

The name of the corporation is C/R PROPERTIES CORP.

Article Two

The duration of this corporation is perpetual.

Article Three

The purposes for which the corporation is organized are all legal activities for which corporations may be incorporated under the Idaho Business Corporation Act.

Article Four

The aggregate number of shares which the corporation shall have the authority to issue is two million (2,000,000) shares, and shall not have a par value. Said shares shall not be issued until they are fully paid for.

Article Five

The shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying the debts of this corporation.

Article Six

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

#### Article Seven

The right to transfer or sell any stock initially issued by this corporation shall be restricted according to conditions set forth in the by-laws of this corporation and may be further restricted by the directors in a manner consistent with law.

#### Article Eight

Pre-emptive rights are not applicable to the stock authorized or issued by the corporation.

#### Article Nine

No director of this corporation shall have any personal liability to the corporation or its stockholders for monetary damages for a breach of duties as a director. However, a director may be personally liable for:

(a) Any breach of the director's fiduciary duty of loyalty to the corporation or its stockholders;

(b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(c) Any transaction from which the director derived an improper personal benefit; and

(d) Any act or omission provided for under Section 30-1-48, Idaho Code.

#### Article Ten

The number of directors of the corporation shall be not less than three (3) nor more than seven (7). The number of directors constituting the initial board of directors is five (5), and the name and address of each person who is to serve as a director until the first annual meeting of shareholders, or until his successor is elected and qualified, are as follows:

(a) J. Robert Tullis, 516 West Franklin Street, Boise, Idaho;

(b) Harold E. Thomas, 7259 Cascade Drive, Boise, Idaho;

(c) Dianne Pierce, 520 West Franklin Street, Boise, Idaho;

- (d) Rick Thomas, 5727 Hill Road, Boise, Idaho; and
- (e) J. Charles Hepworth, 537 West Bannock, Boise, Idaho.

#### Article Eleven

The initial by-laws shall be adopted by the board of directors and shall control the internal affairs of the corporation. The power to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the board of directors. Such power may be exercised by a majority vote of the board of directors at any annual meeting or special meeting of the board of directors called for that purpose, or by resolution of the directors in accordance with law.

#### Article Twelve

The address of the initial registered office of the corporation is 516 West Franklin Street, Boise, Idaho, and the name of the initial registered agent at such address is J. Robert Tullis.

#### Article Thirteen

The name and address of the incorporator of this corporation are as follows: Dianne Pierce, 520 West Franklin Street, Boise, Idaho. *DTP*

#### Article Fourteen

These Articles of Incorporation may be amended by a majority vote at any annual or special meeting of the shareholders, either upon consideration of a resolution for amendment adopted by the board of directors, or upon consideration of a resolution adopted by the holders of not less than fifty-one (51%) per cent of all shares entitled to vote at such a meeting.


DATED This 19 day of March, 1990.

  
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DIANNE PIERCE, Incorporator

STATE OF IDAHO )  
                  ) ss.  
County of Ada )

On this 19th day of March, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared DIANNE PIERCE, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

  
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Notary Public for Idaho  
Residing at Boise, Idaho  
Commission expires 4/22/92