

47438

# State of Idaho

## Department of State

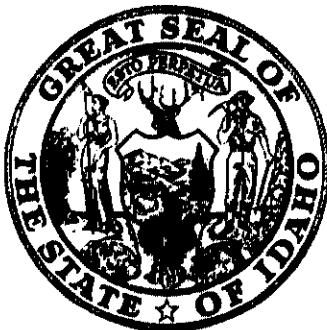
### CERTIFICATE OF INCORPORATION OF

#### CULLAND COMPANY

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: January 27, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Angie Hoken*

Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
CULLAND COMPANY

RECEIVED  
SEC. OF STATE

'92 JAN 27 AM 8 15

I

The name of this corporation is CULLAND COMPANY.

II

The period of duration of the corporation is perpetual.

III

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Idaho other than the banking business or the practice of a profession permitted to be incorporated by the Idaho Corporations Code.

IV

The name and address in the State of Idaho of this corporation's initial agent for service of process is:

Daniel Tipp Cullen  
550 Wood River Road  
Ketchum, ID. 83340

MAIL ADDRESS: P.O. BOX 4050  
Ketchum, ID. 83340

V

This corporation is authorized to issue only one class of shares of stock; and the total shares which this corporation is authorized to issue is One Million (1,000,000). The shares are without par value.

VI

The number of Directors constituting the Board of Directors is three (3).

Daniel Tipp Cullen  
P.O. BOX 1414  
Ketchum, ID. 83340

Mary A. Cullen  
P.O. BOX 1414  
Ketchum, ID. 83340

Roger D. Mackenzie  
One Maritime Plaza 16th Floor  
San Francisco, California 94111

VII

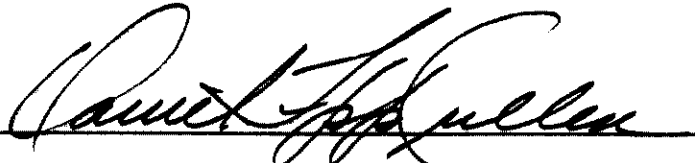
The Officers and Directors are eliminated from personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director provided that the Director is not eliminated from liability as a Director:

- (a) For any breach of the Director's duty of loyalty to the corporation or its stockholders.
- (b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- (c) Provided for under section 30-1-48, Idaho Code.
- (d) For any transaction from which the Director derived an improper personal benefit.

VIII

The Incorporator is: Daniel Tipp Cullen  
P.O.BOX 4050  
Ketchum, Idaho 83340

Dated: January 24, 1992

  
Daniel Tipp Cullen, Incorporator