

ARTICLES OF ORGANIZATION
OF
UPTOWN MALL & APARTMENTS, L.L.C

FILED

90 AUG - 1995

STATE OF IDAHO

INDIAN SECRETARY OF STATE

90 AUG - 1995


UPTOWN MALL & APARTMENTS, L.L.C. # 2

3 9484

The Undersigned, desiring to form a Limited Liability Company in accordance with the laws of the State of Idaho and for the purposes hereinafter set forth, do hereby make this written certificate in duplicate and hereby certify:

1. NAME: The name of the Company shall be Uptown Mall & Apartments, L.L.C.
2. DURATION: The duration of the Company shall be thirty (30) years from the date that these Articles of Organization are filed with the Secretary of State Department of Commerce.
3. PURPOSES: The purposes for which the Company is organized shall include:
 - (a) Ownership and operation of a retail outlet and rental units, and
 - (b) To engage in and do any lawful act concerning any or all lawful business for which limited liability companies may be formed under Idaho Law.
4. PRINCIPAL PLACE OF BUSINESS/ADDRESS OF REGISTERED OFFICE: The address, principal place of business, and registered office of the Company is 602 Saddlebrook Drive, Malad, Idaho 83252.
5. NAME AND ADDRESS OF REGISTERED AGENT: The name and address of the registered agent is GRANT M. HEILESON, 602 Saddlebrook Drive, Malad, Idaho 83252. In the event the registered agent has resigned, the agent's authority has been revoked, or the agent cannot be found or served with the exercise of reasonable diligence, then the director of the Secretary of

State Department of Commerce is appointed the agent of the Company for service of process.


GRANT M. HEILESON
Registered Agent

6. MANAGEMENT: Initially, the management of the Company shall be vested in Grant M. Heilesen of 602 Saddlebrook Drive, Malad, Idaho 83252; who shall serve as manager until the first meeting of members or until a successor is elected.

7. RIGHT TO CONTINUE BUSINESS: In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or any other occurrence or event which terminates a membership of a Member in the Company, the members may continue business upon unanimous agreement in accordance with the Operating Agreement. At their election and option, the remaining Members may agree to continue the business.

8. INTERNAL AFFAIRS: The internal affairs of the Company are set forth in the Operating Agreement of the Company, which shall be provided to all present and subsequent Members of the Company and shall govern the operation of the Company and its various Members.

DATED this 2 day of Aug, 1999.


GRANT M. HEILESON
Member and Manager