

# State of Idaho

## Department of State

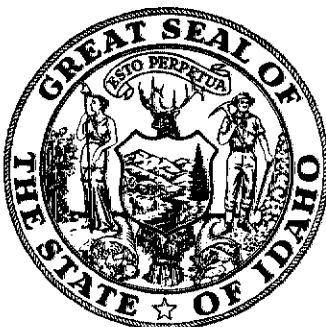
### CERTIFICATE OF INCORPORATION OF

SWEET HOME PROPERTIES, INC.  
File number C 112121

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: September 22, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Cara Seibel*

SEP 22 9 11 AM '95  
ARTICLES OF INCORPORATION  
SECRETARY OF STATE  
STATE OF IDAHO

SWEET HOME PROPERTIES, INC.

\* \* \* \* \*

KNOW ALL MEN BY THESE PRESENTS:

That Thomas R. Bryan, the undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act of the State of Idaho, does hereby adopt the following Articles of Incorporation:

ARTICLE I .

NAME

The name of this corporation is SWEET HOME PROPERTIES, INC.

ARTICLE II

TERM OF EXISTENCE

The duration of this corporation will be perpetual.

ARTICLE III

PURPOSES

The purposes for which this corporation is formed are the unlimited power to engage in and to do any lawful act concerning any or all lawful businesses for which corporations may be organized under the Idaho Business Corporation Act.

IDAHO SECRETARY OF STATE

9/22/95 9:00:00 AM  
Customer # 49690  
IVC960015173 16384  
CORPORATION PROFIT

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#### ARTICLE IV

##### AUTHORIZED CAPITAL

The shares which the corporation shall have authority to issue shall be of one class only, and is designated as common stock as follows:

Common Stock: 50,000 shares, having One Dollar (\$1.00) par value, amounting in the aggregate to Fifty Thousand Dollars (\$50,000.00).

#### ARTICLE V

##### MINIMUM CAPITAL

The corporation will not commence business until at least Five Hundred Dollars (\$500.00) have been received for consideration for the issuance of shares.

#### ARTICLE VI

##### REGISTERED OFFICE

The address of the corporation's registered office in the State of Idaho is 10 East 450 South, Sunshine Lane, Victor, Idaho 83455, and the name of its original registered agent at such address is Thomas R. Bryan, whose mailing address is the same.

#### ARTICLE VII

##### INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors and who shall manage the concerns of the corporation shall be two, and the names of the persons who are to serve as Directors until the first annual meeting of the shareholders, together with their addresses, will be:

<u>Name</u>	<u>Address</u>
Thomas R. Bryan	10 E. 450 So. Sunshine Drive Victor, ID. 83455
Julie F. Bryan	10 E. 450 So. Shunshine Drive Victor, ID. 83455

## ARTICLE VIII

### CONSIDERATION FOR STOCK

Common stock or preferred stock shall be issued for such consideration as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property or services received in full or in partial payment for the shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid stock and shall be nonassessable.

## ARTICLE IX

### INCORPORATION

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Thomas R. Bryan	10 E. 450 So. Sunshine Drive Victor, ID. 83455

## ARTICLE X

### WAIVER OF CONFLICT

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the

shares of the capital stock of such corporation are owned by this corporation, and no act of this corporation shall be in any way affected or invalidated by the fact that any of the directors, officers or other members of the management of this corporation are pecuniarily or otherwise interested in or are the directors, officers or members of management of such corporation. Any director, officer or other member of management of this corporation individually, or any firm of which such director, officer or member of management may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided, however, that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this corporation or a majority thereof; and any Director of this corporation who is also a member, officer or member of management of any such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation as shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director, officer or member of management of such other corporation or not so interested.

#### ARTICLE XI

##### ELIMINATION OF DIRECTOR'S LIABILITY

No Director of the corporation shall be personally liable to either the corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except for the following:

Liability shall not be eliminated for:

- (a) any breach off the Director's duty of loyalty to the corporation or its shareholders;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or any knowing violation

of laws;

(c) liability specifically imposed by the Idaho Business Corporation act; or

(d) any transaction from which the Director derived an improper personal benefit.

The corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as Directors or Officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses including amounts paid upon judgments, counsel fees and amounts paid in settlement, actually and necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made parties. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

IN WITNESS WHEREOF, we have hereunto set our hands this 18<sup>th</sup> day of September, 1995.

  
Thomas R. Bryan

ACKNOWLEDGEMENTS ON FOLLOWING PAGE

STATE OF WYOMING                    )  
  ) ss.  
COUNTY OF TETON                    )

I, Dina L. Jensen, a Notary Public of the County of Teton, State of Wyoming, hereby certify that on the 18<sup>th</sup> day of September, 1995, Thomas R. Bryan personally appeared before me and being by me first duly sworn, declared that he is the person who signed the foregoing Articles of

Incorporation as incorporator, and that the facts therein  
stated are true.

WITNESS my hand and official seal.

Dina L. Jenson  
Notary Public

My Commission expires: \_\_\_\_\_

