



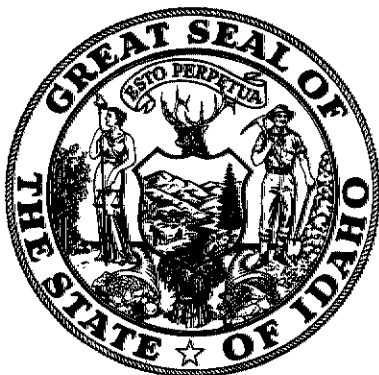
**CERTIFICATE OF INCORPORATION
OF**

KIMBERLAND MEADOWS CO., INC.

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: June 1, 1989



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

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SEC. OF STATE

OF

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SEC. OF STATE
JUN 1 10 02 AM '89
IDAHO STATE

89 MAY 31 AM 8 45

KIMBERLAND MEADOWS CO., INC

89 MAY 11 AM 8 42

ARTICLE I
NAME

The name of this corporation is KIMBERLAND MEADOWS CO.,
INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSES

The purpose for which this corporation is organized is the transaction of any or all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV
CAPITALIZATION

This corporation is authorized to issue only one class of shares, which shall be designated "common" shares. The total authorized number of such shares, which may be issued is 1,000. All of such shares are without par value.

ARTICLE V
PRINCIPAL OFFICE AND AGENT

The location in the State of Idaho where the principal office for the transaction of the business of this corporation is to be located shall be the City of Ketchum. The name and address in this state of the corporation's initial registered agent is Edward A. Lawson, 319 Walnut Avenue, P. O. Box 297, Ketchum, Idaho 83340.

ARTICLE VI
INCORPORATOR AND DIRECTOR

The incorporator and director and his address is as follows:

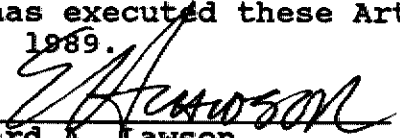
NAME

ADDRESS

EDWARD A. LAWSON

P.O. Box 297, Ketchum, ID 83340

IN WITNESS WHEREOF, for the purpose for forming this corporation under the laws of the State of Idaho, the undersigned incorporator of this corporation has executed these Articles of Incorporation this 10 day of May, 1989.


Edward A. Lawson
Incorporator

STATE OF IDAHO

)

) ss.

COUNTY OF BLAINE

)

On this 10th day of May, 1989, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Edward A. Lawson known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

WITNESS my hand and official seal.


Notary Public for Idaho
Residing at Ketchum

bj\kimberla.art