



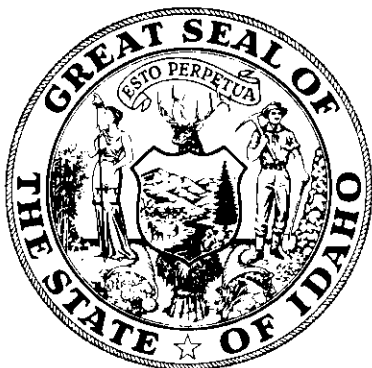
CERTIFICATE OF AUTHORITY
OF

SUNKIST SERVICE COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SUNKIST SERVICE COMPANY for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to SUNKIST SERVICE COMPANY to transact business in this State under the name SUNKIST SERVICE COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated December 23, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is SUNKIST SERVICE COMPANY
2. *The name which it shall use in Idaho is SUNKIST SERVICE COMPANY
3. It is incorporated under the laws of the State of California
4. The date of its incorporation is December 16, 1976 and the period of its duration is indefinite
5. The address of its principal office in the state or country under the laws of which it is incorporated is 222 North El Dorado Street, Stockton, California 95202
6. The street address of its proposed registered office in Idaho is 300 North 6th Street, Boise, Idaho, 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To purchase, sell, lease, develop, make loans and otherwise deal in real property transactions to the extent permitted by law and to engage in any other lawful activity.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
J. FOSTER FLUETSCH,	President/Director	222 N. El Dorado St., Stockton, CA
THOMAS T. WELCH,	Exec Vice President/Director	222 N. El Dorado St., Stockton, CA
RICHARD B. SWINNEY,	Vice President/Secretary	222 N. El Dorado St., Stockton, CA
ARTHUR L. SHINGLER,	Treasurer/Director	222 N. El Dorado St., Stockton, CA
JAMES P. ANTHONY,	Director	222 N. El Dorado St., Stockton, CA
JACK A. MCAULEY,	Director	222 N. El Dorado St., Stockton, CA

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000,000</u>	<u>All one class</u>	<u>Without Par Value</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>2,500</u>	<u>All one class</u>	<u>Without Par Value</u>
_____	_____	_____
_____	_____	_____

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated December 21, 1981.

SUNKIST SERVICE COMPANY

By _____

J. FOSTER FLUETSCH

Its _____

President

and _____

RICHARD B. SWINNEY

Its _____

Secretary

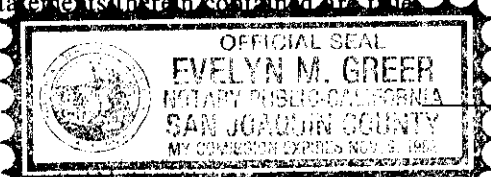
STATE OF CALIFORNIA)

)ss:

COUNTY OF SAN JOAQUIN)

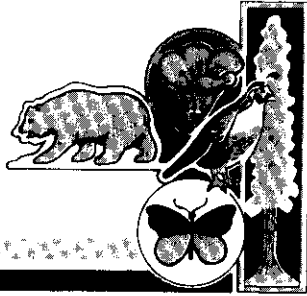
I, Evelyn M. Greer, a notary public, do hereby certify that on this 21st day of December, 1981, personally appeared before me J. FOSTER FLUETSCH & RICHARD B. SWINNEY, who being by me first duly sworn, declared that ~~xx~~ they ~~xxx~~ are the ~~xx~~ President and Secretary, respectively, of SUNKIST SERVICE COMPANY.

that ~~xx~~ they signed the foregoing document as such officers of the corporation and that the statements therein contained are true.



Evelyn M. Greer
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



State of California

OFFICE OF THE SECRETARY OF STATE

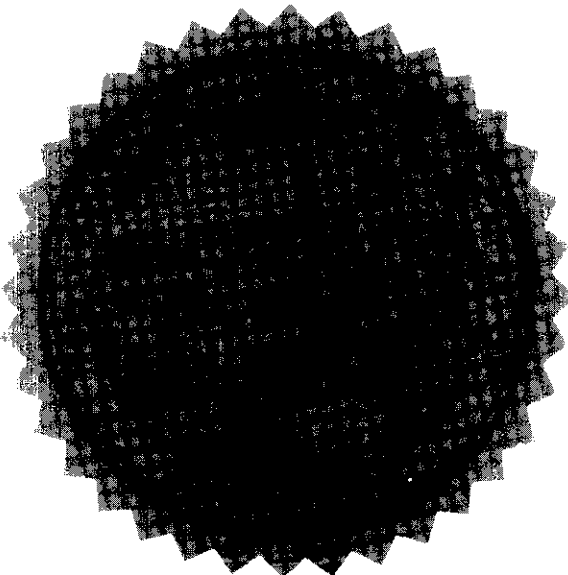
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'81 DEC 23 AM 10:50
SECRETARY OF
STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

DEC 18 1981



March Fong Eu

Secretary of State

DEC 16 1976

WILLIAM F. HARRIS, Secretary of State

Deputy

ARTICLES OF INCORPORATION

OF

SUNKIST DEVELOPMENT COMPANY

FIRST: The name of this corporation is:

SUNKIST DEVELOPMENT COMPANY

SECOND: The purposes for which this corporation is formed are:

(a) Primarily to engage in the specific business of real estate investment and development.

(b) To engage in purchasing, leasing (either as lessor or lessee), or otherwise acquiring, owning, holding, using, altering, improving, developing, subdividing, operating, supervising, managing, mortgaging, deeding in trust, granting, selling, or otherwise encumbering or disposing of, and exchanging real property, or any interest therein, of any and every kind, nature, and description, including, without limitation, developed or undeveloped land, acreage, tracts, lots, dwelling houses, multiple dwellings, apartment houses, hotels, boarding houses, stores, office buildings, manufacturing plants, and other buildings or structures of any and every kind, whether public or private and whether commercial, residential, industrial, or other, and to erect or construct any of the foregoing buildings, or other buildings or structures, on any of the real property acquired by the corporation, and to mortgage, deed in trust, grant, sell, lease, or otherwise encumber or dispose thereof, and to lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks, gardens, playgrounds, and other utilities or facilities of any and every kind, nature and description whatsoever thereon, and to do all or any part or combination of any of the foregoing.

(c) To purchase and dispose of loans made by savings and loan associations organized and existing under the laws of

Restriction of right
to amend articles

10

the State of California and to purchase, maintain, develop and sell real property which was given as security for such loans.

(d) To invest in such investments as are specifically authorized from time to time by federal or state law for savings and loan associations.

(e) To perform accounting or similar functions or the servicing of loans primarily for savings and loan associations.

(f) To engage in any business related or unrelated to that described in clauses (a) through (f) of this article SECOND, from time to time authorized or approved by the Board of Directors of this corporation or carry on any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to that described in clauses (a) through (f) of this article SECOND, and to do all such things as are incidental or conducive to the attainment of the above objects or any of them; provided, however, this corporation shall not act as an insurance company, insurance agent, or insurance broker.

(g) To become a member of any partnership or joint venture and to enter into any lawful arrangements for sharing profits and/or losses in any transaction or transactions, and to promote and organize other corporations.

(h) To guarantee the contracts of customers and others.

(i) To do business anywhere in the world.

(j) To acquire, hold, lease, encumber, convey, or otherwise dispose of real and personal property within or without the state, and take real and personal property by will, gift or bequest.

(k) To assume any obligations, enter into any contracts, or do any acts incidental to the transaction of its business or to the issue or sale of its securities, or expedient for the attainment of its corporate purposes.

(l) To borrow money and issue bonds, debentures, notes, and evidences of indebtedness, and secure the payment

or performance of its obligations by mortgage or otherwise.

(m) To acquire, subscribe for, hold, own, pledge, and otherwise dispose of and represent shares of stock, bonds, and securities of any other corporation, domestic or foreign.

(n) To purchase or otherwise acquire its own bonds, debentures, or other evidences of its indebtedness or obligations, and, subject to the provisions of the General Corporation Law of the State of California, purchase or otherwise acquire its own shares.

(o) Subject to the provisions of its articles, to redeem shares thereby made subject to redemption.

(p) To make donations for public welfare or for charitable, scientific, or educational purposes.

(q) To sue and be sued in any court.

(r) To adopt, use, and at will alter, a corporate seal, but failure to affix a seal shall not affect the validity of any instrument.

(s) To make bylaws.

(t) To appoint such subordinate officers or agents as its business may require, and allow them suitable compensation.

(u) To qualify to do business in any other state, territory, dependency, foreign country and conduct business within or without the state.

(v) To do any act authorized by the General Corporation Law of the State of California.

(w) To have and exercise all rights and powers from time to time granted to a corporation by law.

The foregoing shall be construed as objects, purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the powers now or hereafter conferred on this corporation by the laws of the State of California.

The objects, purposes and powers specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these articles. The objects, purposes and powers

specified in each of the clauses or paragraphs of these articles of incorporation shall be regarded as independent objects, purposes or powers.

The corporation may in its bylaws confer powers, not in conflict with law, upon its Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

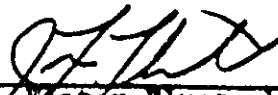
THIRD: The principal office for the transaction of business of this corporation is located in the County of San Joaquin, State of California.

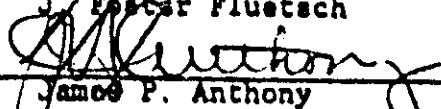
FOURTH: The corporation is authorized to issue only one class of shares having a total number of 1,000,000 shares. All such shares are without par value.


FIFTH: The number of directors of the corporation is 5. The names and addresses of the persons who are appointed to act as the first are:

<u>NAME</u>	<u>ADDRESS</u>
J. Foster Fluetsch	222 North El Dorado Street Stockton, California 95202
James P. Anthony	222 North El Dorado Street Stockton, California 95202
Thomas H. Almas	222 North El Dorado Street Stockton, California 95202
John M. Mann	222 North El Dorado Street Stockton, California 95202
Thomas T. Welch	222 North El Dorado Street Stockton, California 95202

IN WITNESS WHEREOF, the undersigned, who are the incorporators and the above named first directors of this corporation, have executed these Articles of Incorporation on December 15, 1976.



J. Foster Fluetsch


James P. Anthony


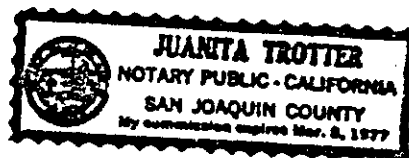
Thomas H. Almas

STATE OF CALIFORNIA }
COUNTY OF SAN JOAQUIN } ss.

On December 15, 1976, before me, the undersigned,
a Notary Public in and for said State, personally appeared
J. FOSTER FLUETSCH, JAMES P. ANTHONY, THOMAS H. ALMAS,
JOHN M. MANN and THOMAS T. WELCH, known to me to be the
persons whose names are subscribed to the within instrument,
and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

Juanita Trotter
Notary Public in and for said State



NAME CHG. TO: SUNKIST SERVICE COMPANY

804869

A216797

FILED
In the office of the Secretary of State
of the State of California

AGREEMENT TO MERGE

NORCO SERVICE COMPANY
SUNKIST MORTGAGE COMPANY
SUNKIST SERVICE CORPORATION

INTO

(SUNKIST DEVELOPMENT COMPANY)

SURV

APR 8 1980

JOHN FONG EL. Secretary of State

Deputy

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NORCO SERVICE COMPANY, SUNKIST MORTGAGE COMPANY,
SUNKIST SERVICE CORPORATION, and SUNKIST DEVELOPMENT
COMPANY, agree as follows:

1. Disappearing Corporations. NORCO SERVICE COMPANY, SUNKIST MORTGAGE COMPANY, and SUNKIST SERVICE CORPORATION are corporations duly organized, validly existing, and in good standing under the laws of the State of California, and are the Disappearing Corporations, as that term is defined in the General Corporation Law of California, to the merger described in this agreement.

2. Surviving Corporation. SUNKIST DEVELOPMENT COMPANY is a corporation duly organized, validly existing, and in good standing under the laws of the State of California. SUNKIST DEVELOPMENT COMPANY shall be the Surviving Corporation, as that term is defined in the General Corporation Law of California, of the merger contemplated by this agreement.

3. Merger. NORCO SERVICE COMPANY, SUNKIST MORTGAGE COMPANY, and SUNKIST SERVICE CORPORATION shall be merged into SUNKIST DEVELOPMENT COMPANY under the laws of the State of California.

4. Change of Name of Surviving Corporation. The name of the Surviving Corporation shall be changed from SUNKIST DEVELOPEMENT COMPANY to SUNKIST SERVICE COMPANY.

5. Negative Covenants. Between the date of this agreement and the date on which the merger shall become effective, any constituent corporation shall not:

(a) Declare or pay any dividends to its shareholders;

(b) Except in the normal course of business and for adequate value, dispose of any of its assets.

6. Further Assignments or Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in the Surviving Corporation the title to any property rights of NORCO SERVICE COMPANY, SUNKIST MORTGAGE COMPANY and/or SUNKIST SERVICE CORPORATION, or otherwise carry out the provisions hereof, the proper officers and directors of the Disappearing Corporations, as of the effective date of the merger, shall execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts proper to vest, perfect, and confirm title to such property or rights in the Surviving Corporation, and otherwise carry out the provisions hereof.

7. Outstanding Shares. The outstanding shares of Disappearing Corporations shall be cancelled and no shares of Surviving Corporation shall be issued in exchange therefor.

8. Board of Directors. The present Board of Directors of SUNKIST DEVELOPMENT COMPANY shall continue to serve as the Board of Directors of the Surviving Corporation until the next annual meeting or until such time as their successors have been elected and qualified.

9. Articles of Incorporation. The articles of SUNKIST DEVELOPMENT COMPANY, as existing on the effective date of the merger, shall continue in full force as the articles of the Surviving Corporation until altered, amended as provided therein, or as provided by law, except that Article First shall be amended to read as follows:

The name of this corporation shall be SUNKIST SERVICE COMPANY

10. Bylaws. The bylaws of SUNKIST DEVELOPMENT COMPANY, as existing on the effective date of the merger, shall continue in full force as the bylaws of the Surviving Corporation until altered, amended, or repealed as provided therein or as provided by law.

11. Notices. Any notice, request, demand, or other communication required or permitted hereunder shall be deemed to be properly given when deposited in the United States mail, postage prepaid, or when personally delivered, as follows:

SUNKIST DEVELOPMENT COMPANY, or
SUNKIST MORTGAGE COMPANY, or
SUNKIST SERVICE CORPORATION, or
NORCO SERVICE COMPANY,

222 North El Dorado Street
Stockton, California 95202
Attention: John M. Mann

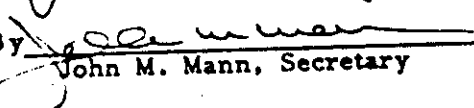
12. Counterparts. This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

13. Controlling Law. The validity, interpretation, and performance of this agreement shall be controlled by and construed under the laws of the State of California, the state in which this agreement is being executed.

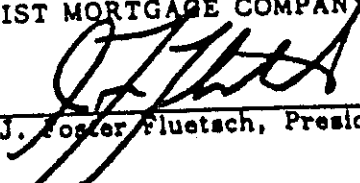
Executed as of March 1, 1980.

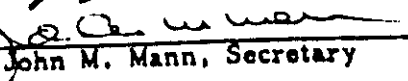
NORCO SERVICE COMPANY

By  _____
James P. Anthony, President

By  _____
John M. Mann, Secretary

SUNKIST MORTGAGE COMPANY

By  _____
J. Foster Fluetsch, President

By  _____
John M. Mann, Secretary

SUNKIST SERVICE CORPORATION

By *[Signature]*
James P. Anthony, President

By *[Signature]*
John M. Mann, Secretary

SUNKIST DEVELOPMENT COMPANY

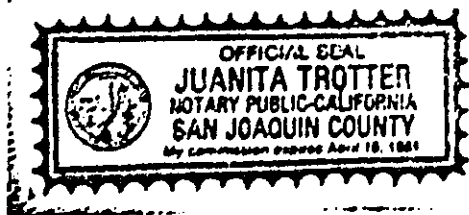
By *[Signature]*
J. Foster Fluetsch, President

By *[Signature]*
John M. Mann, Secretary

STATE OF CALIFORNIA)
COUNTY OF SAN JOAQUIN) ss

On April 8, 1980, before me, the undersigned, a Notary Public for the State of California, personally appeared JAMES P. ANTHONY AND JOHN M. MANN, known to me to be the President and Secretary, respectively of NORCO SERVICE COMPANY; J. FOSTER FLUETSCH AND JOHN M. MANN, known to me to be the President and Secretary, respectively, of SUNKIST MORTGAGE COMPANY; JAMES P. ANTHONY AND JOHN M. MANN, known to me to be the President and Secretary, respectively, of SUNKIST SERVICE CORPORATION; and J. FOSTER FLUETSCH AND JOHN M. MANN, President and Secretary, respectively, of SUNKIST DEVELOPMENT COMPANY, the corporations that executed the instrument and acknowledged to me that such corporations executed the same.

WITNESS my official seal.



[Signature]
Juanita Trotter

OFFICERS' CERTIFICATE OF MERGER
FOR
NORCO SERVICE COMPANY

We, the undersigned, hereby certify:

1. We are, and at all times herein mentioned, were the duly elected and qualified President and Secretary of NORCO SERVICE COMPANY, a corporation organized and existing under the laws of the State of California.

2. On March 6, 1980, the principal terms of an Agreement to Merge, a copy of which is attached hereto, were approved by this corporation by a vote of a number of shares of each class which equaled or exceeded the vote required, under the General Corporation Law of California, for approval of the principal terms of the attached Agreement to Merge by the outstanding shares of each class of such corporation.

3. The total number of outstanding shares of each class of this corporation entitled to vote on the merger was and is:

200 Common Shares

4. Each class of shares of this corporation entitled to vote on the Agreement to Merge, the percentage vote required by each class, and the number and percentage of affirmative votes cast by each class is as follows:

<u>Class</u>	<u>Percentage Votes Required</u>	<u>Affirmative Votes Cast</u>	<u>Percentage Vote Obtained</u>
Common	50% plus 1	200	100%

We declare under penalty of perjury that the foregoing matters stated in this certificate are true to our knowledge.

Executed at Stockton, San Joaquin County, California as of March 6, 1980.

NORCO SERVICE COMPANY

By

James P. Anthony
James P. Anthony, President

By

John M. Mann
John M. Mann, Secretary

OFFICERS' CERTIFICATE OF MERGER
FOR
SUNKIST DEVELOPMENT COMPANY

We, the undersigned, hereby certify:

1. We are, and at all times herein mentioned, were the duly elected and qualified President and Secretary of SUNKIST DEVELOPMENT COMPANY, a corporation organized and existing under the laws of the State of California.

2. On March 6, 1980, the principal terms of an Agreement to Merge, a copy of which is attached hereto, were approved by this corporation by a vote of a number of shares of each class which equaled or exceeded the vote required, under the General Corporation Law of California, for approval of the principal terms of the attached Agreement to Merge by the outstanding shares of each class of such corporation.

3. The total number of outstanding shares of each class of this corporation entitled to vote on the merger was and is:

2,500 Common Shares

4. Each class of shares of this corporation entitled to vote on the Agreement to Merge, the percentage vote required by each class, and the number and percentage of affirmative votes cast by each class is as follows:

<u>Class</u>	<u>Percentage Votes Required</u>	<u>Affirmative Votes Cast</u>	<u>Percentage Vote Obtained</u>
Common	50% plus 1	2,500	100%

We declare under penalty of perjury that the foregoing matters stated in this certificate are true to our knowledge.

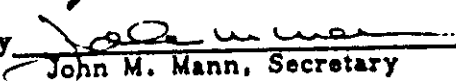
Executed at Stockton, San Joaquin County, California as of March 6, 1980.

SUNKIST DEVELOPMENT COMPANY

By


J. Posner Muetsch, President

By


John M. Mann, Secretary

OFFICERS' CERTIFICATE OF MERGER
FOR
SUNKIST MORTGAGE COMPANY

We, the undersigned, hereby certify:

1. We are, and at all times herein mentioned, were the duly elected and qualified President and Secretary of SUNKIST MORTGAGE COMPANY, a corporation organized and existing under the laws of the State of California.

2. On March 6, 1980, the principal terms of an Agreement to Merge, a copy of which is attached hereto, were approved by this corporation by a vote of a number of shares of each class which equaled or exceeded the vote required, under the General Corporation Law of California, for approval of the principal terms of the attached Agreement to Merge by the outstanding shares of each class of this corporation.

3. The total number of outstanding shares of each class of this corporation entitled to vote on the merger was and is:

25,000 Common Shares

4. Each class of shares of this corporation entitled to vote on the Agreement to Merge, the percentage vote required by each class, and the number and percentage of affirmative votes cast by each class is as follows:

<u>Class</u>	<u>Percentage Votes Required</u>	<u>Affirmative Votes Cast</u>	<u>Percentage Vote Obtained</u>
Common	50% plus 1	25,000	100%

We declare under penalty of perjury that the foregoing matters stated in this certificate are true to our knowledge.

Executed at Stockton, San Joaquin County, California as of March 6, 1980.

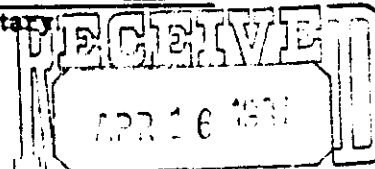
SUNKIST MORTGAGE COMPANY

By


J. Foster Fluetsch, President

By


John M. Mann, Secretary



N. M. ST. CORP. COMM.
CORP. - FRANCHISE TAX DEPTS.

OFFICERS' CERTIFICATE OF MERGER
FOR
SUNKIST SERVICE CORPORATION

We, the undersigned, hereby certify:

1. We are, and at all times herein mentioned, were the duly elected and qualified President and Secretary of SUNKIST SERVICE CORPORATION, a corporation organized and existing under the laws of the State of California.

2. On March 6, 1980, the principal terms of an Agreement to Merge, a copy of which is attached hereto, were approved by this corporation by a vote of a number of shares of each class which equaled or exceeded the vote required, under the General Corporation Law of California, for approval of the principal terms of the attached Agreement to Merge by the outstanding shares of each class of such corporation.

3. The total number of outstanding shares of each class of this corporation entitled to vote on the merger was and is:

25,000 Common Shares

4. Each class of shares of this corporation entitled to vote on the Agreement to Merge, the percentage vote required by each class, and the number and percentage of affirmative votes cast by each class is as follows:

<u>Class</u>	<u>Percentage Votes Required</u>	<u>Affirmative Votes Cast</u>	<u>Percentage Vote Obtained</u>
Common	50% plus 1	25,000	100%

We declare under penalty of perjury that the foregoing matters stated in this certificate are true to our knowledge.

Executed at Stockton, San Joaquin County, California as of March 6, 1980.

SUNKIST SERVICE CORPORATION

By



James P. Anthony, President

By



John M. Mann, Secretary