

FILED/EFFECTIVE

ARTICLES OF INCORPORATION
OF
CAFCO, INC

JAN 23 11 05 AM '02

SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being a natural person of full age and a citizen of the United States, in order to form a Corporation under the provisions of Title 30, Chapter 1 Idaho Code, submits the following articles of incorporation to the Secretary of State.

ARTICLE I

The name of this corporation is CAFCO, INC

ARTICLE II

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III

The purposes for which said corporation is formed are:

(a) To engage in, carry on, and conduct the business of purchasing, leasing and otherwise acquiring lands for the purpose of commercial and residential development and for all or any lawfully purposes, to engage in any lawful commerce, business or services of every kind or nature, to erect buildings and structures thereon and to perform any and all things lawful as necessary, reasonable, pertinent and desirable in connection with such activities and generally to do and perform every business activity and commerce authorized by law in sole proprietorship, or in association or partnership with other firms or individuals.

(b) To borrow money or otherwise indebtedness to such limits as may be authorized by the board of directors, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable and non-negotiable, secured and unsecured.

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(c) To conduct business in this state or other states, District of Columbia, territories and colonies of the United States, and foreign countries or territories as allowed by law, and to maintain one or more offices or other places of business outside of this state, and to receive, purchase, hold, acquire, deal in and with any real or personal property or any interest therein, either within or outside the State of Idaho, reasonably calculated to promote the purposes hereinabove or hereafter stated to this corporation; to acquire the operating name, good will, property rights and the whole or any part of any estate, tangible or intangible, and to assume the liability of any part of any person, firm, association, corporation or other business organization, and to pay for said good will, rights, property and assets in cash and the stock of this corporation or other business organization, its bonds, its debentures, or otherwise, or by undertaking the whole or any part of the liabilities of the transfer thereof, and to hold in any manner or dispose of all or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary and expedient in and about the conduct and management of such business or businesses, or property or properties, directly or indirectly related to the purposes and objects of this corporation or, though not so connected, to preserve or protect the assets of this corporation.

(d) To purchase, insofar as the same may be done without impairing the capital of this corporation, except as otherwise prohibited by law, and to hold, pledge, and reissue shares of its own capital stock.

(e) To carry on any of the foregoing or closely related businesses as principal, agent, lessors, lessees, assignors, assignees, licensees, partners, or otherwise, which can be generally carried on in connection with any of the pursuits aforesaid.

(f) It is hereby expressly provided that the enumeration hereinabove of its specific objects and powers shall be construed as such and shall not be held to limit or restrict in any manner the general powers of this corporation provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or exercise any powers or do any act which corporations formed under the laws of Idaho now or hereafter may not, at the time of such act, lawfully carry on, consummate or do, and the purposes, objects, and powers specified in any one of the paragraphs of this Article III shall in no way restrict or limit by reference or inference the terms, objects, purposes and powers of any other clauses or paragraphs in this article contained, no in any of the other articles of the Articles of Incorporation.

ARTICLE IV

The authorized capital of this corporation shall be in the amount of \$500,000, divided into 5,000 shares of issuable, nonassessable common stock of the par value of \$100.00 per share, which stock shall be the voting stock of the corporation.

ARTICLE V

The registered office of the corporation shall be 5021 Sorrento Drive, Boise, Idaho 83702.

ARTICLE VI

The name and address of the registered agent of the corporation is:

<u>Name</u>	<u>Address</u>
William B. Cafarelli	5021 Sorrento Drive Boise, Idaho 83702

ARTICLE VII

The business and prudential affairs of this corporation shall be managed and controlled by a board of directors consisting of one to four directors elected annually at the annual meeting of the shareholders of the corporation. The name and address of the initial director who shall serve until the first annual meeting of the shareholders is:

<u>Name</u>	<u>Address</u>
William B. Cafarelli	5021 Sorrento Drive Boise, Idaho 83702

ARTICLE VIII

The name and address of the incorporator of the corporation is as follows:

<u>Name</u>	<u>Address</u>
William B. Cafarelli	5021 Sorrento Drive Boise, Idaho 83702

ARTICLE IX

The annual meeting of the stockholders for the election of directors and for the transaction of other business shall be held at the office of the corporation in Boise, Idaho, on the second Tuesday in February of each year or at such other places as may be determined from time to time by the board of directors. In all elections for directors, each stockholder shall be entitled to one vote for each share of stock owned by him for each director to be elected. The vote in the elections shall be conducted in such manner and form as may be provided by the Bylaws.

ARTICLE X

The board of directors of this corporation, by a majority vote, shall have the power to repeal or amend the Bylaws, thereof, and to adopt a new code of Bylaws, if in their discretion that becomes proper.

ARTICLE XI

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatsoever.

ARTICLE XII

No contracts, act or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are financially or otherwise interested in or are directors of officers of such other corporation, provided that the fact the he or such firm is so interested in or are directors of officers of such other firm is so interested, may be counted in determining the existence of quorum at any meeting of the Board of Directors of this corporation which will authorize such contract, act or transaction which like force and effect as if he were not such director or officer of such other corporation of was not otherwise interested therein.

ARTICLE XIII

The corporation is authorized to issue only one class of stock and issued stock shall be held of record by not more than thirty-five (35) natural persons. Stock shall be issued and transferable only to (1) natural persons, (2) estates, (3) a trust defined in Section 1361 c (2), or its successor section of

the Internal Revenue Code. In addition no stock shall be transferred to a non-resident alien.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this
22 day of JANUARY, 2002.

William B. Cafarelli
William B. Cafarelli
Incorporator