



**CERTIFICATE OF INCORPORATION
OF**

THE HEARTLAND CORPORATION

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: December 3, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. [Signature]*

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ARTICLES OF INCORPORATION

OF

THE HEARTLAND CORPORATION

I, the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for this corporation:

I.

The name of this corporation shall be THE HEARTLAND CORPORATION.

II.

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

III.

The street and post office address of the initial registered office of this corporation is 1000 West Lake; McCall, Idaho (P. O. Box 4267) 83638 and the name of the initial registered agent at such address is Steven R. Nigro, Sr.

IV.

The object and purpose of this corporation and the nature of its business shall be to conduct a maintenance, management and realty business and the transaction of any or all lawful business incident thereto for which corporations may be incorporated under the Idaho Business Corporation Act. Each of the divisions of this corporation may be managed under a fictitious name, so long as any realty business shall be managed only in accordance with the license and regulation requirements of the Real Estate

Commission.

V.

The total authorized number of shares of this corporation shall be 100, with no stated par value, which shares shall be common stock and shall not be subject to assessment. The initial capitalization of the corporation shall be the value of the office equipment, contracts, expertise, offices and cash contributions of the incorporator.

VI.

The name and post office address of the incorporator is as follows:

Steven R. Nigro Sr. P. O. Box 4267; McCall, Idaho 83638.

VII.

The number of persons to serve on the Board of Directors shall be fixed by the Bylaws of the Corporation.

The following persons are named directors of the corporation to serve until their successors are elected and qualified:

Steven R. Nigro Sr.	P. O. Box 4267; McCall, Idaho 83638.
Lynnette Nigro	P. O. Box 4267; McCall, Idaho 83638.

VIII.

All or any meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

IX.

All stock issued by this corporation shall be subject to the AGREEMENT FOR THE PURCHASE AND SALE OF STOCK SHARES, on file at the office of the corporation, and each share issued by the corporation shall have evidence of such agreement printed on the certificate evidencing such share. Said agreement provides for the first option for the sale of all shares of the corporation to be held by the initial shareholders.

X.

The management of the affairs of the Corporation shall be by the Board of Directors, and as set forth in the By-Laws to be adopted hereafter.

XI.

The Board of Directors of the Corporation may, from time to time, distribute on a pro rata basis to its shareholders out of the capital surplus of the Corporation a portion of its assets, in cash or property.

XII.

The private property of the shareholders, directors, and officers shall be forever exempt, so far as possible under Idaho law, from the debts and obligations of the Corporation.

IN WITNESS WHEREOF, I have signed duplicate originals of these Articles of Incorporation this FIRST day of December 1987.

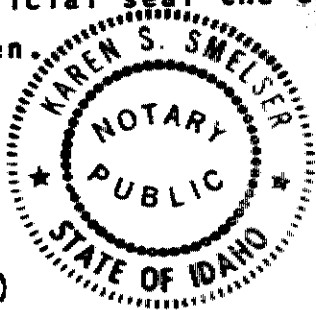

Steven R. Nigro Sr.

STATE OF IDAHO)
)ss.

County of Valley)

On this 1st day of December, 1987, before me the undersigned, a Notary Public in and for said State, personally appeared Steven R. Nigro Sr., known to me or proved to me by satisfactory evidence to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



(Seal)

Karen S. Smelser
Notary Public for Idaho
Residing at McCall, Idaho
Commission expires 11-28-88