



**CERTIFICATE OF INCORPORATION
OF**

LAND OF PROMISE, 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: April 14, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

RECORDED
SECTION
28 APR 14 AM 9 00

ARTICLES OF INCORPORATION

OF

LAND OF PROMISE, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, citizen of the United States of America, over the age of 21 years, has this day submitted these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho, and certify in writing:

I.

That the name of the Corporation shall be LAND OF PROMISE, INC.

II.

That the purposes for which this corporation is formed are to engage in the business of farming and land development with broad powers to perform any related acts. The corporation shall have the authority and power to sell or purchase its own stock, or to sell and purchase the corporate stock of any corporation; to take, own and hold mortgages or other liens, to own real estate and to dispose of the same in any manner that may be necessary for the benefit of said corporation; to enter into, make and perform contracts of every kind, with any person, firm, association or corporation, municipality, State, Federal or Foreign Governments, endorse, discount, execute and

issue promissory notes, drafts, bills of exchange, warrants and other negotiable or transferable instruments, and to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho, and to do all things necessary and convenient in carrying out the purpose for which this corporation is organized, and especially to exercise all of the powers and rights granted to general business corporations under the laws of the State of Idaho pertaining thereto at the date of the issuance of a certificate of incorporation to this incorporator or hereafter amended.

III.

That the term for which said corporation is to exist is perpetual.

IV.

That the principal place of business of said corporation is Box 257, River Road, Grace, County of Caribou, State of Idaho 83241.

V.

The registered agent of the Corporation shall be Michael G. Harris and the initial registered office shall be Box 257, River Road, Grace, Idaho 83241.

VI.

That the number of Directors of said corporation shall be not less than one, nor more than five. The initial members of the Board of Directors shall be:

- 1) Michael G. Harris
Box 257, River Road
Grace, ID 83241
- 2) Charles R. Smith
P. O. Box 16
Grace, ID 83241
- 3) Nan R. Harris
Grace, ID 83241
- 4) Lori Smith
P. O. Box 16
Grace, ID 83241

The Directors of the corporation shall have no personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except as follows:

- a) For any breach of the Director's duty of loyalty to the corporation or its stockholders.
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c) Acts provided for under Idaho Code § 30-1-48.
- d) For any transaction from which the Director derived an improper personal benefit.

VII.

That the President, Secretary, and Treasurer of the corporation shall be employed to execute in behalf of the corporation all necessary applications for such permits as may be required under Federal, State or Local Laws.

VIII.


That the amount of the total authorized capital stock is \$100,000.00; of said stock the entire authorization shall be common stock with par value of \$1.00. (100,000 shares) No pre-emptive rights shall be denied to shareholders.

IX.

That the amount of capital stock of said corporation which has been actually subscribed is 1000 shares of common stock. The following are the names of the subscribers, their address and the number, in par value of shares subscribed for, by them:

Michael G. Harris Box 257, River Road Grace, Idaho 83241	250
Charles R. Smith P. O. Box 16 Grace, Idaho 83241	250
Nan R. Harris Grace, Idaho 83241	250
Lori Smith P. O. Box 16 Grace, Idaho 83241	250


IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 12 day of April, 1988.


MICHAEL G. HARRIS
Box 257, River Road
Grace, Idaho 83241

STATE OF IDAHO)
County of Caribou)

On this 12th day of April, 1988, before me, the undersigned Notary Public in and for said County and State, personally appeared MICHAEL G. HARRIS, known to me to be the person whose name is subscribed to the within instrument 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.



NOTARY PUBLIC FOR IDAHO
Residing at: Soda Springs, Idaho
Commission expires: 1992

(SEAL)