

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

SANDCREEK PONDEROSA, INC.

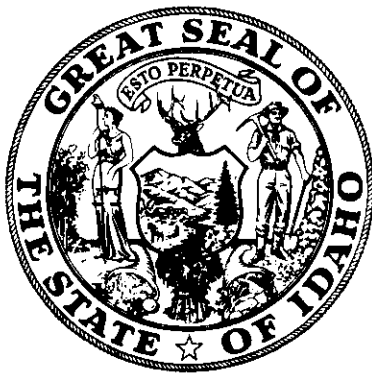
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SANDCREEK PONDEROSA, INC.,

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 November 10, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

Nov 10 10 18 AM '80
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
SANDCREEK PONDEROSA, INC.

WE, THE UNDERSIGNED, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is SANDCREEK PONDEROSA, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

- (a) To acquire by purchase, lease, gift, devise or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, improve, develop, divide, and otherwise handle, deal in and dispose of real estate, real property and any interest or right therein, whether as principal, agent, broker or otherwise and to manage, operate, service, equip, furnish, alter, and keep in repair dwellings, apartment houses, hotels, motels, office buildings and real and personal property of every kind, nature and description, whether as principal, agent, broker or otherwise and generally to do anything and everything necessary and proper, and to the extent permitted by law in connection with the owning, managing, buying, selling, leasing and operating of real and personal property of any and all kinds.
- (b) To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own

corporate securities or stock or other securities including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipt or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities any and all rights, powers and privileges in respect therefor.

- (c) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.
- (d) The foregoing clauses shall be construed both as objects and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho; and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes, objects and powers.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is 25,000 shares of ³no ^{as per} par ^{-of Design Harold's} value stock. All stock of the corporation shall be of the same class and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE V

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such

consideration as the Board of Directors shall determine. Shareholders shall have pre-emptive rights to acquire unissued shares of the stock of this corporation.

At each election of Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any member of such candidates.

ARTICLE VI

This corporation shall not commence business until consideration of the value of at least \$1,000.00 has been received for the issuance of shares.

ARTICLE VII

The Directors shall adopt By-Laws which are not inconsistent with law or these Articles for the regulation and management of the affairs of the corporation. These By-Laws may be amended from time to time or repealed pursuant to law.

ARTICLE VIII

The address of this corporation's initial registered office and the name of its original registered agent at such address is:

Paul Hopperdietzel
531 East Main Street
St. Anthony, Idaho 83445

ARTICLE IX

The number of Directors constituting the initial Board of Directors of this corporation is three. The names and addresses of those persons who are to serve as Directors until the first meeting stockholders, or until their successors be elected and qualify, are:

<u>Name</u>	<u>Address</u>
Paul Walter Hopperdietzel	531 East Main Street St. Anthony, Idaho 83445
Beth Bagley Hopperdietzel	531 East Main Street St. Anthony, Idaho 83445
Verlyn G. Harris	1791 East 9880 South Sandy, Utah 84070

ARTICLE X

The name and address of each Incorporator is:

<u>Name</u>	<u>Address</u>
Paul Walter Hopperdietzel	531 East Main Street St. Anthony, Idaho 83445
Beth Bagley Hopperdietzel	531 East Main Street St. Anthony, Idaho 83445
Verlyn G. Harris	1791 East 9880 South Sandy, Utah 84070


ARTICLE XI

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are either directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or her votes are counted for such purpose; if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written

consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

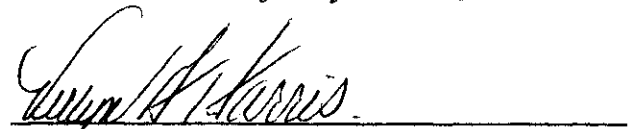
DATED this 31st day of October, 1980.



PAUL WALTER HOPPERDIETZEL



BETH BAGLEY HOPPERDIETZEL



VERLYN G. HARRIS

STATE OF UTAH)
 : ss
County of Salt Lake)

I, Debra Harris, a Notary Public, hereby certify that on the 11th day of October, 1980, Paul Walter Hopperdietzel, Beth Bagley Hopperdietzel and Verlyn G. Harris personally appeared before me, who being by me first duly sworn severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true according to their own knowledge and belief.

DATED this 11th day of October, 1980.

Debra Harris
NOTARY PUBLIC
Residing at Salt Lake City, Utah

My commission expires:

December 17, 1983