

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

BENTWOOD ACRES, INC.

File number C 111729

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: August 17, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*L. D. [Signature]*

Aug 17 9 16 AM '95

SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
FOR  
BENTWOOD ACRES, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify that:

**FIRST**

The name of this corporation shall be BENTWOOD ACRES, INC.

**SECOND**

This corporation is a common stock corporation.

**THIRD**

The period of duration for this corporation shall be perpetual.

**FOURTH**

The purpose and objects for which this corporation is formed are for all lawful business purposes.

**FIFTH**

That the location and post office address of the initial registered office of this corporation in the State of Idaho, and its initial registered agent shall be as follows:

Registered Office: 702 W. Idaho, Suite 310  
Boise, Idaho 83702

Registered Agent: Mack A. Redford

IDAHO SECRETARY OF STATE

8/17/95 9:00:00 AM

Customer # 28823  
IVC960008806 16384

CORPORATION PROFIT

1 @ 100.00 = 100.00

## SIXTH

That the capital stock of this corporation shall consist of 100 shares of common stock, having a par value of \$1.00 per share and an aggregate par value of \$100.00; each of the shares shall be non-assessable when fully paid for.

The capital stock of this corporation shall not be divided into classes, but shall consist of one class only, that being common stock; that each share of stock shall be entitled to one vote in all matters wherein the shareholders of this corporation shall be entitled to vote, and each share shall in all respects be equal to every other share.

Capital stock shall be transferred only in accordance with such rules and regulations as are established by the by-laws of the corporation, and all restrictions relative to the transfer of shares of stock of the corporation shall be noted on the stock certificate issued by the corporation.

## SEVENTH

That the names and addresses of each of the incorporators, and the number of shares of the capital stock of this corporation described in the preceding paragraph, subscribed to each is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
R. A. Benton	16356 Highway 20-26 Caldwell, ID 83605	33-1/3
Karen J. Benton	16356 Highway 20-26 Caldwell, ID 83605	33-1/3
Johanna S. Anderson	16356 Highway 20-26 Caldwell, ID 83605	33-1/3

**EIGHTH**

That the right and power to adopt, repeal, alter, rescind, and amend the by-laws of this corporation and to adopt new by-laws is hereby expressly conferred upon the Board of Directors of this corporation as provided by Title 30 of the Idaho Code.

**NINTH**

That there shall be three members of the initial Board of Directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
R. A. Benton	16356 Highway 20-26 Caldwell, ID 83605
Karen J. Benton	16356 Highway 20-26 Caldwell, ID 83605
Johanna S. Anderson	16356 Highway 20-26 Caldwell, ID 83605

At any or anytime after the first regular meeting of the members, the members may increase at any regular or special meeting by a majority of the members providing a quorum is present.

**TENTH**

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him/her as such director or officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him/her in connection with any such claim or liability, provided, however, that no such

person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his/her own wilful misconduct or gross negligence. This indemnification is made pursuant to Idaho Code Section 30-1-48 and Section 30-1-54.

**ELEVENTH**

Amendment to these Articles shall require a simple majority of the outstanding stock, except where expressly provided otherwise.

IN WITNESS WHEREOF, we have hereunto set our hands this 15<sup>th</sup> day of August, 1995.



R. A. Benton



Karen J. Benton



Johanna S. Anderson