

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

~~XXXXXXXXXXXX~~
I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

LAVA HOT SPRINGS RECREATION AND HEALTH RESORT, INC.

was filed in the office of the Secretary of State on the Third day

will be August A.D. One Thousand Nine Hundred Sixty-six and

/ microfilm
duly recorded on Film No. of Record of Domestic Corporations, of the State of Idaho,

and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

perpetual existence

from the date hereof, with its registered office in this State located at

Lava Hot Springs

in the County of

Bannock.

IN TESTIMONY WHEREOF, I have hereunto

set my hand and affixed the Great Seal of the

State. Done at Boise City, the Capital of Idaho,

this 3rd day of August,

A.D., 1966.

Secretary of State.

ARTICLES OF INCORPORATION

OF

LAVA HOT SPRINGS RECREATION AND HEALTH RESORT, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated pursuant to the laws of the State of Idaho, do hereby signify as follows:

ARTICLE I

The name of the corporation shall be "LAVA HOT SPRINGS RECREATION AND HEALTH RESORT, INC."

ARTICLE II

The purposes and objects for which the corporation is formed are:

A. To construct, own, build, operate, conduct, and carry on a golf club for the use and benefit of the public generally and/or certificated membership patrons. To build, own, operate, and conduct a clubhouse restaurant, locker rooms and garage in connection therewith; to conduct amusement enterprises in all of the branches pertaining thereto and thereof.

B. To engage in the on-sale dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and taverns, and to own, hold, lease, rent, or sell such business or businesses.

C. To engage generally in the motel business and related businesses; to plan, design, and construct buildings for motel purposes and to buy, sell, and acquire the same; to lease, to operate, conduct and carry on the motel business for the accommodations necessary or desirable to accomplish such purposes; to conduct and carry on the business of providing meals and food for the general public, and buying and selling any and all other things necessary or desirable in connection with the operation of the motel business; to undertake and carry on any business transaction or operation commonly undertaken or carried on by motel operators and generally to institute, enter into, assist, promote, and participate in any such business or operation.

D. To establish and maintain suitable grounds and track for horse racing and cutter racing in the County of Bannock, with necessary buildings, erections,

and improvements, and to conduct on said grounds and track horse racing and cutter racing, exhibitions and contests of speed, and races of every kind and description, for premiums, purses, and other awards made up from fees or otherwise to charge the public for admission thereto into said grounds and track and to let such rides and privileges to others, to do all things that may be properly done incidental to the foregoing purposes and to have all the rights and privileges in this state which accrue to corporations conducting horse racing under the laws of the State of Idaho. That the foregoing purpose shall be carried on only to the extent and in the manner provided for by the laws of the State of Idaho.

E. To promote interest in hunting, trap shooting, skeet shooting, rifle shooting, pistol shooting, fishing, bait casting, boating, and other lawful sports, to aid in the protection of fish, birds, and game, and to provide social athletic recreation for the general public and/or certificated members; to provide shooting matches among its own members and members of other similarly constituted organizations for the benefit, enjoyment, instruction, and well being of its members; to establish and own shooting galleries and the necessary equipment for them; to purchase or lease, and to maintain and operate buildings, clubhouses, or other structures as incidental to the above purposes, and to sell, lease, mortgage, or otherwise dispose of the same.

F. To hold, own, lease, manage, operate, handle, supervise, or deal in billiard and pool rooms, cigar stands, lunchcounter, soda fountain, and all incidentals connected therewith or in anywise related thereto.

G. To lend money and negotiate loans either with or without security or on the security of real or personal property; to draw, accept, endorse, buy and sell discount and rediscount bills of exchange, notes, drafts, bonds, choses in action and securities of all kinds, both at principal and their agents; to accept as security for any loans, liens, conditional sales of and pledges of real and personal property.

H. To acquire, manage, work, develop, lease, mortgage, sell, dispose of and otherwise deal with property of all kinds, including compromise and settlement of demands, accounts and claims of all kinds.

I. To enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association or corporations.

J. To acquire, own, hold and dispose of grants, concessions and franchises or interests therein.

K. To appoint agents, subagents and salesmen and to enter into all necessary contracts with agents, subagents, salesmen and dealers.

L. To receive, acquire, hold, purchase or dispose of, convey, mortgage and/or lease real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

M. To enter into contracts, obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs or for the purposes of the corporation.

N. To acquire by purchase or otherwise and hold, own, sell, convey, encumber and transfer all kinds of real and personal property of every kind and description required in connection with the conduct of the business of the company.

O. To borrow money or otherwise incur indebtedness without limit as to amount and to draw, make, accept, endorse, transfer, guarantee, execute and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments and all other instruments for the payment of money, negotiable or non-negotiable and whether secured or unsecured.

P. To conduct business in this state, other states, District of Columbia, territories and colonies of the United States, and in foreign countries, and to have one or more offices and places of business out of this state and to acquire, receive, hold, purchase, lease, mortgage, dispose and/or convey real or personal property situate out of this state.

Q. To cause to be formed, merge, or reorganize and to promote and aid in any way permitted by law by formation, merger or reorganization of any business, concern, firm, association or corporation, domestic or foreign; to acquire the good will, rights and property in the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any persons, firm, association or corporation; to pay for the said good will, rights, property and assets in cash, the stock of this company, bonds or otherwise or by undertaking the whole or any part of the liabilities of the transferer; to hold or in any manner to dispose of the whole or any part of any business so acquired and to exercise all the powers necessary and expedient in or about the conduct and management of said business.

R. To apply for purchase, register or in any manner to acquire and to hold, own, lease, operate and introduce and to sell, lease, assign, pledge or in any manner dispose of and deal with patents, patent rights, licenses, copyrights,

REED J. BOWEN
ATTORNEY AT LAW
SUITE 215, SHANE BUILDING
IDAHO FALLS, IDAHO 83402

trademarks, tradenames, and to acquire, own, use or in any manner dispose of any and all inventories, improvements and processes, labels, designs, brands or other rights, and to work, operate and develop the same, and to carry on any business, manufacturing or otherwise which may directly or indirectly effectuate these objects or any of them.

S. To purchase and so far as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law and to hold, pledge and reissue shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

T. To have, exercise and enjoy all the powers now or hereafter granted to corporations organized under the laws of the State of Idaho and particularly all of the powers and privileges granted to corporations by Chapter 10 of Title 30 of the Idaho Code and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business and/or carrying into effect any and all of the aforesaid objects and purchases.

U. All of the foregoing provisions in this Article are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act with corporations formed under the laws of Idaho now or hereafter existing, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II of the Articles of Incorporation shall, except as otherwise provided, in no wise be limited or restricted by reference to or inference from the term of any other cause or paragraph of this paragraph contained or any other provisions of these Articles of Incorporation, and it is the intention that the purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The location of the post office address of the registered office of the corporation shall be Lava Hot Springs, Bannock County, Idaho.

ARTICLE V

The amount of the authorized capital stock of this corporation shall be divided into 5,000,000 shares of common stock of no par value.

REED J. BOWEN
ATTORNEY AT LAW
SUITE 215, SHANE BUILDING
IDAHO FALLS, IDAHO 83402

ARTICLE VI

The names and post office addresses of the members forming this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Class of Stock</u>	<u>Amount</u>
-------------	----------------	--------------------------	---------------------------	---------------

(See Exhibit 'A' attached hereto and incorporate herein by reference.)

ARTICLE VII

The power to repeal and amend Bylaws and adopt new Bylaws is hereby conferred upon the directors as well as shareholders to be exercised by such vote of such directors or of the allotted shares as the case may be, not less, however, than the majority thereof as may be fixed by the Bylaws.

ARTICLE VIII

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

ARTICLE IX

No contract or other transaction between the 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 and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation; provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this

26th day of July, 1966.

Maurice Thompson
Leo H. Fisher
Reed J. Bowen
Henry Peterson

Fredrick M. Fisher
W. Lynn Kington
C. Clark Baber
Harold Lick

REED J. BOWEN
ATTORNEY AT LAW
SUITE 215, SHANE BUILDING
IDAHO FALLS, IDAHO 83402

Harold Raymond Irick
Dell Timpson
Roger Roche
Walter Bryner
Ira Ellis
Bill Siddoway
Robert W. Corbett

Robert Wilkinson
George Ottersen

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 21st day of July, 1966, before me, the undersigned, a Notary Public for the said county and state, personally appeared MAURICE H. TIMPSON

LEO H. WEBER , REED J. BOWEN , HENRY PETERSON

RODERICK G. FISHER , W. LYNN KNAPTON , C. CLARK BARLOW

HAROLD IRICK , HAROLD RAYMOND IRICK , DELL TIMPSON

ROGER ROCHE , DALE W. BRYNER , IRA ELLIS

BILL SIDDOWAY , ROBERT W. CORBETT , ROBERT WILKINSON

PEARL PARSONS , GEORGE OTTERSON ,

known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they 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.

Judy Hoyt

Notary Public for Idaho

Residing at Idaho Falls, Idaho

My commission expires: 2/21/70

EXHIBIT "A"

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Class of Stock</u>
Maurice H. Timpson	Twin Falls, Idaho	100,000	Common
Leo H. Weber	Heyburn, Idaho	10,000	Common
Reed J. Bowen	Idaho Falls, Idaho	90,000	Common
Henry Peterson	Twin Falls, Idaho	2,460	Common
Roderick G. Fisher	Idaho Falls, Idaho	500	Common
W. Lynn Knapton	Twin Falls, Idaho	500	Common
C. Clark Barlow	Burley, Idaho	1,000	Common
Harold Irick	Lava Hot Springs, Idaho	95,000	Common
Harold Raymond Irick	Lava Hot Springs, Idaho	5,000	Common
Dell Timpson	Twin Falls, Idaho	5,000	Common
Roger Roche	Pocatello, Idaho	1,000	Common
Dale W. Bryner	Ogden, Utah	1,000	Common
Ira Ellis	Lava Hot Springs, Idaho	500	Common
Bill Siddoway	Teton City, Idaho	500	Common
Robert W. Corbett	Jackson Hole, Wyoming	5,000	Common
Robert Wilkinson	Idaho Falls, Idaho	5,000	Common
Pearl Parsons	Boise, Idaho	5,000	Common
George Otterson	Hagerman, Idaho	1,000	Common