

FILED EFFECTIVE

ARTICLES OF AMENDMENT

2003 DEC 31 PM 2:08

1. The name of the corporation is Avondale-On-Hayden Golf Club, Inc.
2. The text of the amendments in legislative format are as follows:

ARTICLE II.

The purpose of this corporation ~~in addition to the powers granted to a general business corporation by law, shall be:~~ shall be charitable as set forth in Coeur d'Alene Public Golf Course Club, Inc. v. Kootenai Board of Equalization, 106 Idaho 104, 675 P.2d 819 (1984), and shall include the powers of a non-profit corporation under Idaho law not inconsistent with such charitable purpose, including the power:

1. To own, operate, conduct and maintain a golf course and country club for the pleasure, recreation, and enjoyment of its members and the general public.
2. To maintain, construct, and operate buildings, shops, and any other structure incidental to the above purposes.
3. To provide accommodations for its members and guests under such rules and regulations as the Board of Directors and By-Laws of the corporation may provide; to operate and maintain proper facilities for the sale of food, liquor, sporting equipment and to provide such temporary lodging facilities as may from time to time be deemed necessary for the use and enjoyment of its members.
4. To do and to perform any legal act necessary to effectuate the purposes of this corporation, and to have the specific power and authority set forth in Section 30-114, Idaho Code, as amended in 1965.

ARTICLE XII.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c), (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Kootenai County, State of Idaho, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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12/31/2003 05:00  
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The text of sections II and XII as amended are as follows:

## ARTICLE II.

The purpose of this corporation shall be charitable as set forth in *Coeur d'Alene Public Golf Course Club, Inc. v. Kootenai Board of Equalization*, 106 Idaho 104, 675 P.2d 819 (1984), and shall include the powers of a non-profit corporation under Idaho law not inconsistent with such charitable purpose, including the power:

1. To own, operate, conduct and maintain a golf course and country club for the pleasure, recreation, and enjoyment of its members and the general public.
2. To maintain, construct, and operate buildings, shops, and any other structure incidental to the above purposes.
3. To provide accommodations for its members and guests under such rules and regulations as the Board of Directors and By-Laws of the corporation may provide; to operate and maintain proper facilities for the sale of food, liquor, sporting equipment and to provide such temporary lodging facilities as may from time to time be deemed necessary for the use and enjoyment of its members.
4. To do and to perform any legal act necessary to effectuate the purposes of this corporation, and to have the specific power and authority set forth in Section 30-114, Idaho Code, as amended in 1965.

## ARTICLE XII.

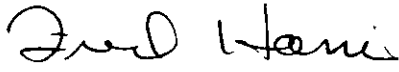
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c), (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Kootenai County, State of Idaho, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

3. The amendments were adopted at the Annual Meeting on January 29, 2003.
4. These amendments required approval of the voting members, not just the Board of Directors.
- 5(a). Under the then current Articles of Incorporation only Class "A" stockholders had voting rights in the corporation. The number of shares of Class "A" stock outstanding is 389. The number of Class "A" stockholders votes entitled to be cast is 389. The number

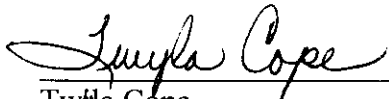
of Class "B" stockholders is -0-. The number of Class "B" stockholders votes entitled to be cast is -0-. The number of votes indisputably voting on the amendment is 214.

5(b). The total number of undisputable Class "A" stockholder votes cast for the amendment was 206. The total number of undisputed Class "A" stockholder votes cast against the amendment was 8. This is more than two-thirds of the votes cast as well as more than a majority of the total possible votes. This was sufficient for approval of the amendment by that class.

Dated: 12/30/03

  
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Fred Harris  
President of the Board of Directors

ATTEST:

  
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Twyla Cope  
Secretary of the Board of Directors