

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that  
**BEAR LAKE WEST, INC.**

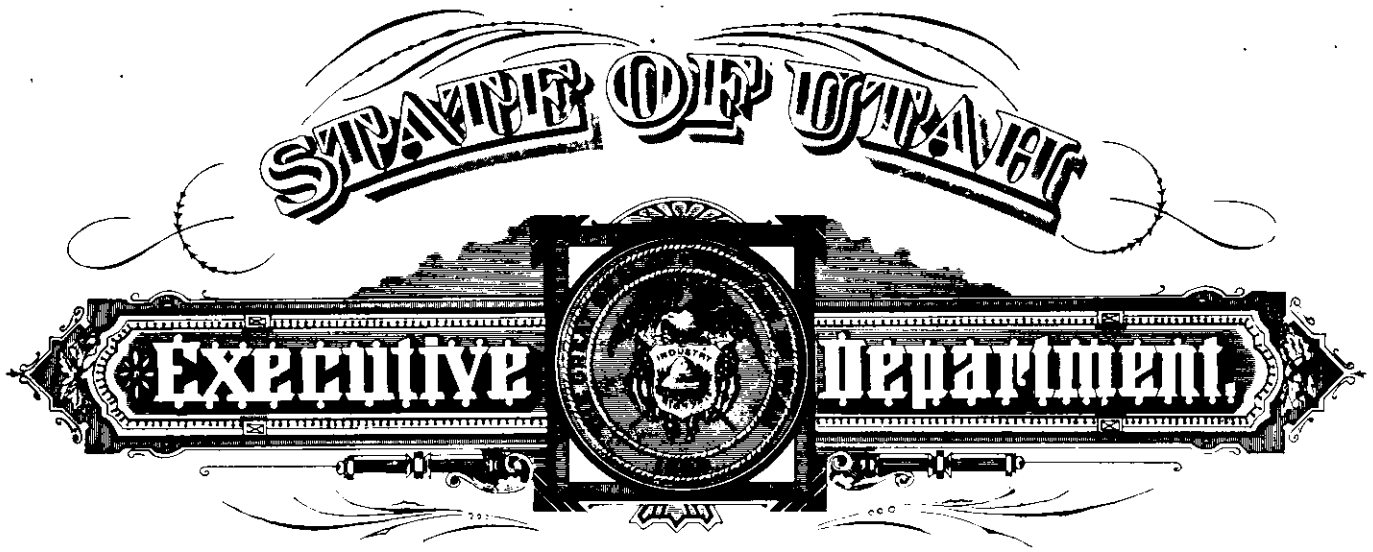
a corporation duly organized and existing under the laws of **UTAH** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **3rd** day of **December** 19 **70**, a properly authenticated copy of its articles of incorporation, and on the **3rd** day of **December** 19 **70**, a designation of **RICHARD I. GALLOWAY** in the County of **BEAR LAKE** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **December**, A.D., 19 **70**.

Pete T. Cenarrusa  
Secretary of State

Ass't. Corporation Clerk



**Secretary of State's Office**

I, **CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH.**  
**DO HEREBY CERTIFY THAT** the attached is a full, true and correct copy of the  
Articles of Incorporation of BEAR LAKE WEST, INC. and the said corporation is in  
good standing in this office.

**AS APPEARS** \_\_\_\_\_ of record \_\_\_\_\_ **IN MY OFFICE.**



**IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND**

**AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH**

**AT SALT LAKE CITY, THIS** \_\_\_\_\_ **first** \_\_\_\_\_ **DAY OF**

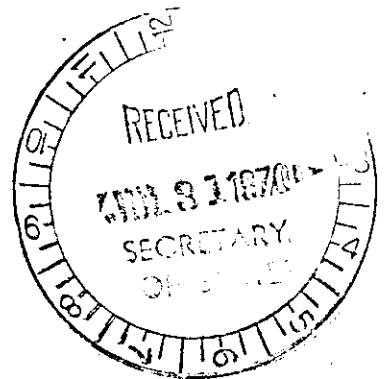
December \_\_\_\_\_ 19 \_\_\_\_\_ 70

\_\_\_\_\_  
**SECRETARY OF STATE**

BY \_\_\_\_\_  
**AUTHORIZED PERSON**

FILED in the office of the Secretary of  
State of the State of Utah, on this  
day of July A.D. 1970  
GEORGE L. MILLER  
Secretary of State  
Clerk [Signature] Fees [Signature]

ARTICLES OF INCORPORATION  
of  
BEAR LAKE WEST, INC.



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

ARTICLE I. Corporate Name.

The name of this corporation is BEAR LAKE WEST, INC.

ARTICLE II. Duration of Corporation.

The corporation is to have perpetual existence.

ARTICLE III. Corporate Purposes.

The general purposes and objects for which this corporation is organized are:

- a. To engage in the business of real estate development, including but not limited to land acquisition and development, and the acquisition, construction, sale, rent, or lease of residential homes, condominiums, apartment buildings, hotels, restaurants, recreational facilities, utility facilities, municipal facilities and any other commercial or industrial properties or businesses.
- b. To engage in the business of managing or operating any of the properties or businesses acquired or developed by the company.
- 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 the protection or benefit of this corporation, and to do such 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 Utah; and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article III, "Corporate Purposes" of these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

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ARTICLE IV. Shares.

The aggregate number of shares which this corporation shall have authority to issue is FIVE MILLION (5,000,000) SHARES of a par value of ONE CENT (\$.01) per share. 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. Commencing Business.

This corporation will not commence business until consideration of a value of at least \$1,000 has been received for the issuance of shares.

ARTICLE VI. Pre-Emptive Rights.

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. Stockholders shall have no pre-emptive rights as to treasury stock, authorized but unissued stock, or any other unissued stock of the corporation.

ARTICLE VII. Bylaws.

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

ARTICLE VIII. Registered Office and Agent.

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

PATRICK C. O'KEEFE  
1318 - 15th Street, Apt. #4  
Ogden, Utah

ARTICLE IX. Directors.

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

PATRICK C. O'KEEFE  
1318 - 15th Street, Apt. #4  
Ogden, Utah

DENNIS F. BULLOCK  
1318 - 15th Street, Apt. #4  
Ogden, Utah

GERALD T. LYNCH  
1145 Sullivan Road #33  
Ogden, Utah

ARTICLE X. Incorporators.

The name and address of each Incorporator is:

PATRICK C. O'KEEFE  
1318 - 15th Street, Apt. #4  
Ogden, Utah

DENNIS F. BULLOCK  
1318 - 15th Street, Apt. #4  
Ogden, Utah

GERALD T. LYNCH  
1145 Sullivan Road #33  
Ogden, Utah

ARTICLE XI. Officers and Directors Contracts.

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that a Director or officer of this corporation is interested in, or is a Director or other officer of, such other corporation. Any Director, individually or with others, may be a party to, or may be interested in, any transaction of this corporation or any transaction in which this corporation is interested. No contract, act or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any Director of this corporation (a) is a party to, or is interested in, such contract, act or transaction, or (b) is in some way connected with such person, firm or corporation. Each person who is now or may become a Director of this corporation is hereby relieved from liability that might otherwise obtain in the event such Director contracts with this corporation for the benefit of himself or any firm, association or corporation in which he may be interested in any way, provided said Director acts in good faith.

ARTICLE XII. Indemnification of Officers and Directors.

The corporation may indemnify any director or officer or

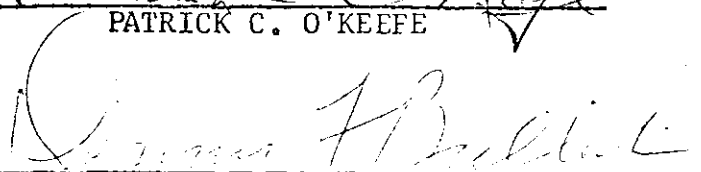
former director or officer of the corporation or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for the negligence or misconduct in the performance of his duties.

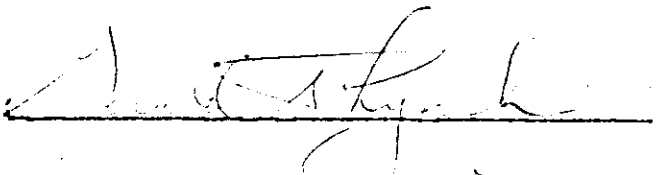
ARTICLE XIII. Section 1244 Stock.

Shares of stock of this corporation authorized and issued pursuant to these Articles within two years from the date of incorporation are, for purposes of the Internal Revenue Code, authorized and issued in compliance with and as prescribed by Section 1244 of the Internal Revenue Code of 1954, and shall be known as Section 1244 stock.

EXECUTED this 20th day of July, 1970.

  
PATRICK C. O'KEEFE

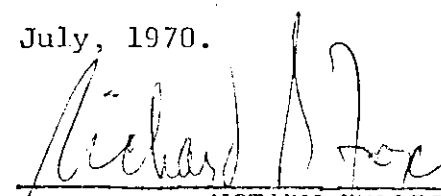
  
DENNIS F. BULLOCK



STATE OF UTAH            )  
                              ) ss.  
County of Salt Lake )

I, the undersigned Notary Public, hereby certify that PATRICK C. O'KEEFE, DENNIS F. BULLOCK and GERALD T. LYNCH personally appeared before me, and being duly sworn by me, severally declared that they are the persons who signed the foregoing instrument as Incorporators and that the statements therein contained are true.

DATED this 20th day of July, 1970.

  
NOTARY PUBLIC  
Residing in Salt Lake City, Utah

My Commission Expires:

June 23, 1971