

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

**BEAR LAKE HOT SPRINGS, INC.**

was filed in the office of the Secretary of State on the **19th** day of **November** A.D., One Thousand Nine Hundred **Seventy-one** and ~~will be~~ duly recorded on ~~File No.~~ **microfilm** 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

**St. Charles**

in the County of

**Bear Lake**

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 **19th** day of **November**, A.D., 19**71**.

Pete T. Cenarrusa.....

Secretary of State.

Ass't.

Corporation Clerk.

ARTICLES OF INCORPORATION  
OF  
BEAR LAKE HOT SPRINGS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all full-age citizens of the United States and of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the --- State of Idaho, and to that end we hereby agree as follows:

ARTICLE I.

Corporate Name

The name of this corporation shall be Bear Lake Hot Springs, Inc.

ARTICLE II.

Place of Business

The said corporation is organized and the place of its general business shall be at St. Charles, in the County of Bear Lake, State of Idaho. And branch places of business, transfer and registry offices may be established at such other place or places in this or any other state of the United States as the board of directors may deem advisable.

ARTICLE III.

Period of Existence

The existence of said corporation shall be perpetual or until otherwise dissolved or disincorporated, pursuant to law.

ARTICLE IV.

Corporate Purposes

Said corporation shall have the following specific powers:

1. To buy, sell, mortgage, rent, lease, subdivide and develop, and otherwise deal in real property.
2. To buy, sell, mortgage, rent, lease and otherwise deal in any and all types or classes of personal property as may be necessary or convenient in carrying out the other purposes of the corporation.
3. To own and operate swimming pools, boats, boat docks, dude ranches, ski runs, ski equipment, amusement parks, and other allied or related recreational facilities.
4. To borrow money and to extend credit in the furtherance of any of the other purposes of the corporation.
5. To sue and to be sued.
6. To do any and all other things whatsoever not prohibited by law which may be reasonably necessary or convenient in the operation of a recreation and amusement business, or in the development, subdivision and sale of land.

## ARTICLE V.

### Capital Stock

The capital stock of this corporation shall be in the sum of \$100,000.00 and shall be divided into 10,000 shares having a par value of \$10.00 per share. The certificates of stock shall be signed by the president and secretary or in the absence of the president, by the vice-president and secretary.

The board of directors may close the stock books of the corporation not more than fifteen days before the date of payment of any regular or special dividend, and the stockholders of record at the time of such closing shall be regarded by the corporation as the stockholders in fact for the purpose of receiving dividends.

## ARTICLE VI.

The names of the incorporators and first officers of said corporation, their respective places of residence and the stock to which they have subscribed are as follows:

<u>Name</u>	<u>Office</u>	<u>No. of Shares</u>	<u>Address</u>
Lorenzo H. Hemmert	President and Director	10	St. Charles, Idaho
Dwight H. Hemmert	Vice-President and Director	10	St. Charles, Idaho
Ruth H. Hemmert	Secretary - Treasurer and Director	10	St. Charles, Idaho

The officers of this corporation shall consist of a board of three directors, a president, a vice-president and a secretary-treasurer. Said officers may be, but shall not be required to be, members of the board of directors.

The first board of officers and directors as above named shall hold office until their successors are elected and qualified.

## ARTICLE VII.

The rights, duties, obligations and powers of the various officers and directors of this corporation together with other rules and regulations for the governing of said corporation shall be adopted by the stockholders of said corporation in the form of by-laws, such by-laws to be adopted at the first annual meeting of the stockholders, to be held on the 3rd Friday of November, 1971. Unless otherwise provided by said by-laws, the annual stockholders meeting of said corporation shall be held annually thereafter on the 3rd Friday of November in each year.

ARTICLE VIII.

Said corporation may enter into any kind of contract or agreement, cooperative or profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay persons for their services as the directors may deem fit.

IN WITNESS WHEREOF, the parties to this agreement have hereunto set their hands this 29th day of October, 1971.

Lorenzo H. Hemmert  
LORENZO H. HEMMERT

Dwight H. Hemmert  
DWIGHT H. HEMMERT

Ruth H. Hemmert  
RUTH H. HEMMERT

STATE OF IDAHO            )  
                              :    ss.  
County of Bear Lake    )

On this 29th day of October, 1971, before me, the undersigned, a Notary Public in and for said State, personally appeared Lorenzo H. Hemmert, Dwight H. Hemmert, and Ruth H. Hemmert, 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.

Leonard O. Kingsford  
NOTARY PUBLIC for the State of Idaho.  
Residing at Soda Springs, Idaho.  
My commission expires: August 14, 1973.