

CERTIFICATE OF INCORPORATION
OF

BENEWAH RESORT, INC.

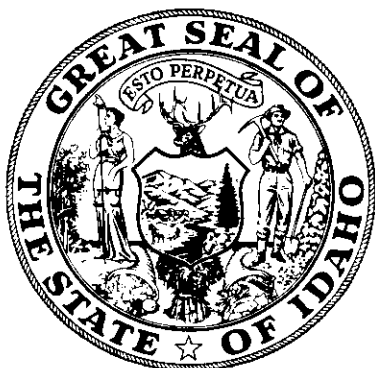
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

BENEWAH RESORT, INC.,

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 November 19, 19 79.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
BENEWAH RESORT, INC.

FILED
11-19-79
8:38 am

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is BENEWAH RESORT, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 50,000 shares, all one class, \$1.00 par value.

FIFTH: Provisions denying preemptive rights are: None

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: None

SEVENTH: The address of the initial registered office of the corporation is Route 1, Box 50 C, St. Maries, Idaho, 83861, and the name of its initial registered agent at such address is GRAYDON A. BROWN.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Graydon A. Brown	Route 1, Box 50 C, St. Maries, Idaho 83861
Nancy L. Brown	Route 1, Box 50 C, St. Maries, Idaho 83861

NINTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Graydon A. Brown	Route 1, Box 50 C, St. Maries, Idaho 83861
Nancy L. Brown	Route 1, Box 50 C, St. Maries, Idaho 83861

DATED this 13th day of November, 1979.

Graydon A. Brown
GRAYDON A. BROWN

Nancy L. Brown
NANCY L. BROWN

STATE OF IDAHO)
) ss.
County of Benewah)

On this 13th day of November, 1979, before me, a Notary Public, personally appeared GRAYDON A. BROWN and NANCY L. BROWN, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

Karen M. Robinson
Notary Public in and for Idaho
Residing at: St. Maries, Idaho
Commission expires: life