

State of Idaho

Department of State

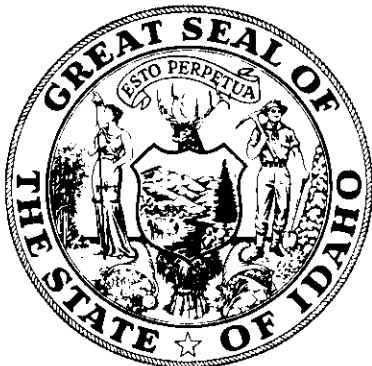
CERTIFICATE OF AUTHORITY OF

CLEARWATER VALLEY DEVELOPMENT CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CLEARWATER VALLEY DEVELOPMENT CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to CLEARWATER VALLEY DEVELOPMENT CORPORATION to transact business in this State under the name CLEARWATER VALLEY DEVELOPMENT CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated May 20, 19 82



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is CLEARWATER VALLEY DEVELOPMENT CORPORATION

2. *The name which it shall use in Idaho is CLEARWATER VALLEY DEVELOPMENT CORPORATION

3. It is incorporated under the laws of the State of Washington

4. The date of its incorporation is September 30, 1980 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is P.O. Box 3391, Spokane, WA 99220

6. The street address of its proposed registered office in Idaho is P.O. Box 468, Kooskia, Idaho 83539, and the name of its proposed registered agent in Idaho at that address is S.K. Martin

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: General business purposes, including the possibility of engaging in the restaurant/bar business as well as the possible development of condominium units

8. The names and respective addresses of its directors and officers are: for sale in the foreseeable future.

Name	Office	Address
<u>S.K. Martin</u>	<u>President</u>	<u>P.O. Box 468, Kooskia, Idaho 83539</u>
<u>S.K. Martin</u>	<u>Vice-President</u>	<u>P.O. Box 468, Kooskia, Idaho 83539</u>
<u>S.K. Martin</u>	<u>Secretary</u>	<u>P.O. Box 468, Kooskia, Idaho 83539</u>
<u>S.K. Martin</u>	<u>Treasurer</u>	<u>P.O. Box 468, Kooskia, Idaho 83539</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>Common</u>	<u>\$1.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100	Common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 28, 19 82.

By S. K. Martin
 Its _____ President
 and S. K. Martin
 Its _____ Secretary

STATE OF IDAHO)
)ss:
 COUNTY OF IDAHO)

I, D. S. JACOBSON, a notary public, do hereby certify that on this 28th day of April, 19 82, personally appeared before me S. K. MARTIN, who being by me first duly sworn, declared that she is the President & Secretary of CLEARWATER VALLEY DEVELOPMENT CORPORATION

that she signed the foregoing document as President & Secretary of the corporation and that the statements therein contained are true.

D. S. Jacobson
 Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of CLEARWATER VALLEY DEVELOPMENT CORPORATION
a domestic corporation of Spokane, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of Lukins, Annis, et al
Attn: Gregg Elizabeth Jones
Suite 1600
Washington Trust Financial center
Spokane, WA 99204

Filing and recording fee \$

License to June 30, 19

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1544

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In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

September 30, 1980
Bruce K. Chapman

BRUCE K. CHAPMAN
SECRETARY OF STATE

SEP 30 1980 *JW*SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION
OF
CLEARWATER VALLEY DEVELOPMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That Ronald P. Douglas, being over the age of eighteen (18) years, and for the purpose of forming a corporation under the Washington Business Corporation Act, hereby certifies and adopts in duplicate the following Articles of Incorporation:

ARTICLE I.

The name of this Corporation shall be "CLEARWATER VALLEY DEVELOPMENT CORPORATION", and its existence shall be perpetual.

ARTICLE II.

The Corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Washington Business Corporation Act, as amended, under the provisions of which the Corporation is incorporated.

In furtherance of and not in limitation of the general powers conferred by the laws of the State of Washington, it is expressly provided that this Corporation shall also have the following powers:

(a) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this Corporation provided that money or property of the Corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the Corporation. The Corporation shall not be entitled to vote, either directly

or indirectly, on any shares of its own stock which it may hold.

(b) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge, and otherwise deal in the bonds, debentures, notes, and other securities and obligations of this Corporation.

(c) To borrow money and give security therefor.

(d) To enter into, make, perform and carry out contracts of every kind of any lawful purpose pertaining to its business, with any individual, entity, firm, association or corporation, or with any government, municipality or public authority, domestic or foreign.

(e) To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this Corporation or which is calculated directly or indirectly to promote the welfare or interests of the Corporation or enhance the value or render profitable any of its property or rights.

(f) To do any and all of the things in this Article set forth to the same extent a natural person might or could do and in any part of the world as principals, agents, contractors, trustees, or otherwise, either alone or in the company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business, to exercise any power or do any act which a corporation formed under the Uniform Business Corporation Act of the State of Washington, or any amendment thereto or substitute therefor may not at any time lawfully carry on or do.

ARTICLE III.

Shareholders of this Corporation shall have preemptive rights to acquire additional shares offered for sale by the Corporation.

ARTICLE IV.

1. The location and post office address of the registered office of the Corporation in this state shall be: Suite 1600, Washington Trust Financial Center, Spokane, Washington 99204.

2. The registered agent of the Corporation shall be Ronald P. Douglas, whose address is Suite 1600, Washington Trust Financial Center, Spokane, Washington 99204.

ARTICLE V.

1. The aggregate number of shares which the Corporation shall have authority to issue is fifty thousand (50,000) shares.

2. Such shares are to consist of one class only, to be known as common stock, and such shares are to have a par value of One Dollar (\$1.00) per share.

3. The Corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available, as well as from the unreserved and unrestricted earned surplus available.

4. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation and in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the Corporation are granted subject to this reservation.

ARTICLE VI.

1. The number of Directors of the Corporation shall be fixed as provided by the Bylaws and may be changed from time to time by amending the Bylaws, as therein provided, but the number of Directors shall not be less than one (1) nor more than nine (9).

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Washington, the Board of Directors is expressly authorized to make, alter, and repeal the Bylaws of the Corporation, subject to the power of the stockholders of the Corporation to change or repeal such Bylaws.

3. The Corporation may enter into, contract and otherwise transact business as vendor, purchaser, or otherwise with its Directors, officers and stockholders and with the corporations, associations, firms and entities in which they are or may become interested as directors, officers, shareholders, members or otherwise as freely as if those such adverse interests did not exist, even though the vote, action or presence of such Directors, officers or stockholders may be necessary to obligate the Corporation upon such contracts or transactions; and in the absence of fraud, no such contracts or transactions shall be avoided and no such Director, officer or stockholder shall be held liable to account to the Corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the Corporation arising out of such office or stock ownership,

for any profit or benefit realized by him through any such contract or transaction; provided that in the case of Directors and officers of the Corporation (but not in the case of stockholders who are not directors or officers) the nature of the interest of such Directors or officers, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the Corporation at the meeting thereof at which such contract or transaction was authorized or confirmed. A general notice that a Director or officer of the Corporation is interested in any corporation, association, firm or entity, shall be sufficient disclosure as to such Director or officer with respect to all contracts and transactions with the corporation, association, firm or entity.

4. Any contract, transaction or act of the Corporation or of the Directors or of any officers of the Corporation which shall be ratified by a majority of a quorum of the stockholders of the Corporation at any annual meeting or at any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and binding as though ratified by every stockholder of the Corporation.

5. The Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or officers, or who, at the request of the Board of Directors of the Corporation, may serve or at any time have served as Directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock,

or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or officers, or a Director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such Director or officer or former Director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

6. The first Director of this Corporation shall be one (1) in number and his post office address is as follows:

<u>Name</u>	<u>Address</u>
S. K. Martin	P.O. Box 3391 Spokane, Washington 99220

7. The term of the first Director shall be until the first annual meeting of the stockholders of the Corporation and until his replacement is elected and qualified.

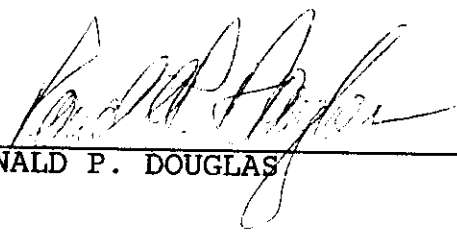
ARTICLE VII.

The name and post office address of the incorporator is as follows:

Ronald P. Douglas

Suite 1600
Washington Trust Financial
Center
Spokane, Washington 99204

IN WITNESS WHEREOF, the incorporator hereinabove named has set his hand in duplicate this 25th day of September, 1980.



RONALD P. DOUGLAS

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