



**CERTIFICATE OF INCORPORATION
OF**

HOLIDAY SHORES MARINA, 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 the above named corporation, 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 21, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Shirley J. Clark

ARTICLES OF INCORPORATION
OF
HOLIDAY SHORES MARINA, INC.

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

ARTICLE I

The name of this corporation shall be HOLIDAY SHORES MARINA, INC.

ARTICLE II

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III

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

ARTICLE IV

The total number of shares of the corporation shall consist of 1,000 shares of Common Stock having a par value of \$100.00 per share for a total value in stock of \$100,000.00, all of one class denoted Common Stock, each share being entitled to one (1) vote.

ARTICLE V

There are no provisions denying preemptive rights.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are to be set forth in the By-Laws of the corporation.

ARTICLE VII

The address of the initial registered office of the corporation is Highway 200, East Hope, Idaho 83836, and the name of the initial registered agent at such address is: Howard N. Knott.

ARTICLE VIII

The number of directors of the initial board of directors of the corporation is two (2), and the names and addresss of the persons who are to serve as initial directors until the first annual meeting of shareholders or until their successor or successors qualify are:

Howard N. Knott
3239 W. 189th Street
Torrance, CA 90504

Barbara H. Kassel
224 E. Forhan Street
Long Beach, CA 90805

ARTICLE IX

The names and addresses of the incorporators of this corporation are:

Howard N. Knott
3239 W. 189th St.
Torrance, CA 90504

Barbara H. Kassel
224 E. Forhan St.
Long Beach, CA 90805

 
These foregoing Articles of Incorporation are dated

and executed this 21 day of MAY, 1985.

STATE OF CALIFORNIA)
) ss.
County of Los Angeles)

On this 21st day of May, 1985, before me, a Notary Public in and for the State of California, personally appeared BARBARA H. KASSEL, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal on the date last above written.

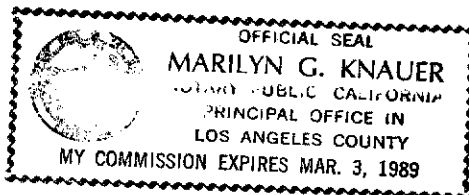


Marilyn G. Knauer
Notary Public in and for California
Residing at: Torrance, CA

STATE OF CALIFORNIA)
) ss.
County of Los Angeles)

On this 21st day of May, 1985, before me, a Notary Public in and for the State of California, personally appeared HOWARD N. KNOTT, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal on the date last above written.



Marilyn G. Knauer
Notary Public in and for California
Residing at: Torrance, CA