

State of Idaho

Department of State

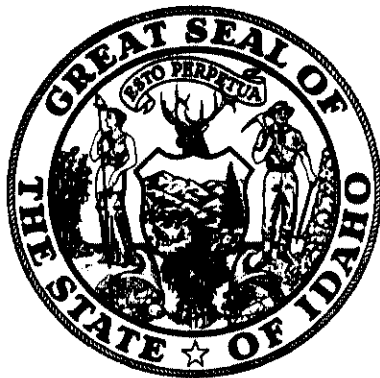
CERTIFICATE OF INCORPORATION OF

MILLENIUM STAR DEVELOPERS, 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: **January 03, 1998**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *E. Z. [Signature]*

Jun 3 8 49 AM '91

Articles of Incorporation
of
SECRETARY OF STATE
MILLENIUM STAR DEVELOPERS, INC.

The undersigned, Theo Kaufmann, Lorenz Caduff and Judy Vogel, persons of the age of eighteen (18) years or more, are desirous of forming a corporation under the laws of the State of Idaho, and in pursuance thereof, do hereby sign and acknowledge the following Articles of Incorporation in duplicate originals and state as follows:

Article I

The name of the corporation shall be Millenium Star Developers, Inc., and its existence shall be perpetual.

Article II

The purposes for which the corporation is formed are to own and operate restaurant, hotel and resort facilities; to engage in all lawful activities incidental thereto; and to conduct the transaction of any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

Article III

The location and post office address of the initial registered office of the corporation shall be The Prentice-Hall Corporation System, Inc., 877 Main, Boise, ID 83702. The initial registered agent of the corporation at such address shall be The Prentice-Hall Corporation System, Inc.

Article IV

The authorized capital stock of the corporation shall be Fifty Thousand (50,000) shares consisting of Fifty Thousand shares of common stock having a par value of One Dollar (\$1.00) each.

Dividends shall be payable on the common stock when and as declared out of earned surplus and out of all other sources as are legal under the laws of the State of Idaho. Dividends on the common stock may be paid in the form of cash, property of shares of common stock.

Article V

The shareholders of the shall not have pre-emptive rights to acquire additional shares for by the corporation.

Article VI

The initial bylaws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal the by-laws or adopt new bylaws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors. The bylaws shall contain the provisions for the regulation and management of the affairs of the corporation.

The corporation shall have the right to redeem its outstanding shares from unreserved and unrestricted capital or earned surplus, without distinction, to the extent allowable by the laws of the State of Idaho; provided, that any shares so acquired must either be retired or be reissued. If such shares are retired, the board of directors shall adopt articles of amendment reducing the number of authorized shares and setting forth the number of authorized shares remaining after the reduction.

Each holder of common stock shall be entitled to one (1) vote for each share of stock standing in the shareholder's name on the books of the corporation, and cumulative voting shall not be allowed.

ARTICLE VII

The first directors of this corporation shall be three (3) in number, and their names and post office addresses are as follows:

<u>Name</u>	<u>Address</u>
Theo Kaufmann	N 10410 McCoy Road Newman Lake, WA 99025
Lorenz Caduff	N. 10410 McCoy Road, Newman Lake, WA 99025
Judy Vogel	N. 10410 McCoy Road, Newman Lake, WA 99025

The term of the first directors shall be until the first annual meeting of the stockholders of the corporation. The term and number of directors after the initial board has served shall be fixed by or in the manner provided in the bylaws.

ARTICLE VIII

The names and post office addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Theo Kaufmann	N. 10410 McCoy Road, Newman Lake, WA 99025
Lorenz Caduff	N. 10410 McCoy Road, Newman Lake, WA 99025
Judy Vogel	N. 10410 McCoy Road, Newman Lake, WA 99025

ARTICLE IX

The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise with members of its board of directors, officers and shareholders and with any other corporations, associations, firms and entities in which they are or may become interested as directors, officers, shareholders, members or otherwise as freely as though such adverse interests did not exist, even though the vote, action or presence of such directors, officers or shareholders may be necessary to obligate the corporation upon such contracts or transactions. In the absence of fraud, no such contract or transaction shall be voided, and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation arising out of such directorship, office or stock ownership, for any profit or benefit realized by such director, officer, or shareholder through any such contract or transaction; provided that in the case of shareholders and officers of the corporation (but not in the case of shareholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, shall 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 has an interest in any other corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with the other corporation, association, firm or entity.




Any contract, transaction or act of the corporation or of the directors or any officers of the corporation which shall be ratified by a majority of a quorum of the shareholders 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 shareholder of the corporation.

The corporation shall indemnify to the broadest extent permitted by Idaho law and under the procedures set forth therein, but without limitations permitted by statute as to the extent thereof, its officers and directors for whom indemnification is permitted, and such officers and directors shall have the right to claim such indemnification.

ARTICLE X


The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in any manner now or hereafter prescribed by statute, and all rights conferred upon shareholders are subject to this reservation.


DATED:

STATE OF WASHINGTON)
)
County of Spokane)

On this day personally appeared before me Theo Kaufmann, Lorenz Caduff and Judy Vogel, to me known to be the individuals described in and who executed the within and foregoing instrument, and acknowledge that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL the 31st day of
, 1990.


Notary Public in the State of
Washington. Residing in Spokane.
My Commission expires 7/20/91