



Department of State.

CERTIFICATE OF INCORPORATION

I, J. D. (CY) PRICE, 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

IDAHO FALLS COUNTRY CLUB, INC.

was filed in the office of the Secretary of State on the **twelfth** *day*
of **September** *A. D. One Thousand Nine Hundred* **Forty-Seven** *and*
is duly recorded on Film No. **10** *of Record of Domestic Corporations, of the State*
of Idaho, and that the said articles contain the statement of facts required by Section 29-103
and Sections 29-1001 to 29-1005, inclusive, Idaho Code, Annotated.

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*
Idaho Falls *in the County of* **Bonneville**
and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations, as provided in Chapter 10, Title 29, Idaho Code, Annotated.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the
Great Seal of the State. Done at Boise, the
Capital of Idaho, this **13th** *day*
of **September** *, in the year of our Lord*
one thousand nine hundred **forty-seven** *,*
and of the Independence of the United States of
America the One Hundred **Seventy-Second** *.*

Secretary of State.

ARTICLES OF INCORPORATION

OF

IDAHO FALLS COUNTRY CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS: that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a Corporation for the purposes hereinafter stated, under and pursuant to the provisions of Chapter X Title 29 of the Idaho Code Annotated, 1932, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of the Corporation is "IDAHO FALLS COUNTRY CLUB, INC."

ARTICLE II

The purposes and objects for which the Corporation is formed are as follows:

A. To promote, organize, conduct, maintain and to operate a social club and recreation center for the purpose of providing entertainment, sport, recreation and instruction of all kinds for the members of such club, and their guests; to promote the general welfare of the members thereof; to furnish, equip, decorate, and fit up such club; to promote social and friendly intercourse among its members and its guests and to provide any and all appurtenances that might be necessary, useful and convenient for the carrying on of sports, recreation and diversions of all kinds and description for the entertainment and welfare of the members of such club and their guests and friends.

B. To make and adopt a constitution and by-laws, rules and regulations for the admission, suspension and expulsion of its members, and for their government, and for establishing of different classes of membership, and for the collection of fees and dues, for the election and appointment of its Directors and other officers, and to define their duties, and for the safe keeping and protection of its property and funds, and in general to regulate, manage and preserve its property and interests, and from time to time to alter,

repeal, rescind, or vary such constitution, by-laws, rules and regulations, or any of them.

C. To buy and sell food, refreshments of all kinds, and such other articles and things as are necessary for the comfort and convenience of the members of such club or clubs and their guests; to prepare and serve meals; to grant rights and concessions to others to furnish refreshments and other conveniences to the members and their guests, and to employ caretakers, mechanics, chauffeurs and such other persons as may be necessary to conduct properly and efficiently the affairs of the corporation.

D. The Corporation hereby formed shall have power to take and hold by bequest, devise, gift, purchase, lease or otherwise, either absolutely or in trust, for any of its purposes, any property, real or personal, insofar as the same may be held by a Corporation organized under Chapter X, Title 29 of the Idaho Code Annotated, 1932, and the acts amendatory thereof and supplemental thereto, and to convey, sell, mortgage, or dispose of such property and to invest and re-invest the principal and deal with and expend the income therefrom in such manner as may be permitted by law and as, in the judgment of the Directors will best promote the objects for which the Corporation is organized.

E. The Corporation may do all and everything, including the making and carrying out of any contracts, necessary, suitable and proper for the accomplishment of any of the purposes and objects or the furtherance of any of the powers above set forth, and may do every other act or acts, thing or things, incidental or pertaining to or growing out of or connected with the aforesaid purposes or powers, or any part or parts thereof, provided the same are not inconsistent with the Corporation laws of the State of Idaho.

F. To promote and sponsor social and athletic contests of all kinds.

G. The Corporation hereby formed is not organized, and shall

not be conducted for the purpose, directly or indirectly, of fixing the price, or regulating the production, of any article of commerce or product of the soil, or of consumption by the people.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The location and Post Office address of the registered office of the Corporation shall be Idaho Falls, Bonneville County, Idaho.

ARTICLE V

The rights and interests of all members of said Corporation shall be equal, and no member shall have, nor acquire, a greater interest therein than any other member; that said Corporation shall issue membership certificates to each member thereof, which certificate of membership shall not be assigned in such manner that the transferee thereof can, by such transfer, become a member of the association, except by resolution of the Board of Directors and under such regulation as the by-laws may prescribe; that the number and qualifications of members, the terms and conditions of admission, the fees for admission, the assessment of dues to carry on the business of the association, and other regulations consonant with the objects of the Corporation and not repugnant to the laws of the State of Idaho, shall be as the by-laws may prescribe.

ARTICLE VI

The names and places of residence of the original incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Herbert R. Packard	Idaho Falls, Idaho
E. A. Wackerli	Idaho Falls, Idaho
Harry L. Hops	Idaho Falls, Idaho
Gilbert C. StClair	Idaho Falls, Idaho
F. L. Hansen	Idaho Falls, Idaho
W. B. Minor	Idaho Falls, Idaho
Forde L. Johnson	Idaho Falls, Idaho
Edwin F. McDermott	Idaho Falls, Idaho
A. M. Wackerli	Idaho Falls, Idaho
William S. Holden	Idaho Falls, Idaho
J. M. Brady	Idaho Falls, Idaho
D. M. Sweeney	Idaho Falls, Idaho
C. C. Erickson	Idaho Falls, Idaho
Joseph Gesas	Idaho Falls, Idaho
A. M. Smith	Idaho Falls, Idaho
G. B. Crabtree	Idaho Falls, Idaho
Walter Bauchman	Idaho Falls, Idaho

ARTICLE VII

That the names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Herbert R. Packard	Idaho Falls, Idaho
E. A. Wackerli	Idaho Falls, Idaho
Harry L. Hops	Idaho Falls, Idaho
Gilbert C. StClair	Idaho Falls, Idaho
F. L. Hansen	Idaho Falls, Idaho
W. B. Minor	Idaho Falls, Idaho
Forde L. Johnson	Idaho Falls, Idaho
Edwin F. McDermott	Idaho Falls, Idaho
A. H. Wackerli	Idaho Falls, Idaho
William S. Holden	Idaho Falls, Idaho
J. M. Brady	Idaho Falls, Idaho
D. M. Sweeney	Idaho Falls, Idaho
C. C. Erickson	Idaho Falls, Idaho
Joseph Gasas	Idaho Falls, Idaho
A. H. Smith	Idaho Falls, Idaho
G. B. Crabtree	Idaho Falls, Idaho
Walter Bauchman	Idaho Falls, Idaho

The number of persons named above shall constitute the number of Directors of the Corporation, until changed by an amendment to the by-laws increasing or decreasing the number of Directors as may be desired, and the Directors shall be elected for such term as shall be provided for in the by-laws.

ARTICLE VIII

The executive officers of the Corporation shall be, a President, Vice-President, Secretary, and Treasurer; the offices of Secretary and Treasurer may be held by the same person. The Corporation may have such other officers as may be designated in the by-laws. Such executive officers shall be elected by the Board of Directors immediately following their election at the annual meeting of the members.

ARTICLE IX

The Board of Directors by a three-fourths vote shall have the power to repeal and amend the Code of By-laws and to adopt a new Code of By-laws.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30th day of June, 1947.

Herbert R. Packard
W. A. Wackerli

Harry L. Hops
Gilbert C. St. Clair

F. L. Hansen
W. B. Minor

Forde L. Johnson
Edwin F. McDermott

A. M. Wackerli
William S. Holden

J. M. Brady
D. M. Sweeney

Walter Bauchman
C. C. Erickson

A. M. Smith
G. B. Crabtree

STATE OF IDAHO)
County of Bonneville) ss.

On this 30th day of June, in the year 1947, before me the undersigned, a Notary Public, in and for said county and state, personally appeared Herbert R. Packard, E. A. Wackerli, Harry L. Hops, Gilbert C. St. Clair, F. L. Hansen, W. B. Minor, Forde L. Johnson, Edwin F. McDermott, A. M. Wackerli, William S. Holden, J. M. Brady, D. M. Sweeney, C. C. Erickson, Joseph Gesas, A. M. Smith, G. B. Crabtree and Walter Bauchman,

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 notarial seal, the day and year in this certificate above written.

(Seal)

William S. Holden
Notary Public for the State of Idaho
Residence: Idaho Falls, Idaho

My Commission Expires:

June 6, 1949