

# State of Idaho

## Department of State

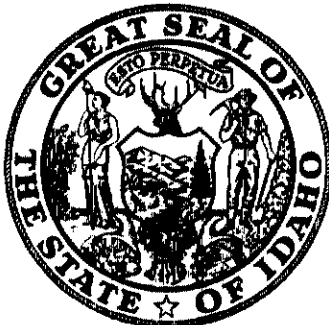
### CERTIFICATE OF INCORPORATION OF

SWAN'S LANDING, 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: May 24, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Valerie Taylor*

**ARTICLES OF INCORPORATION  
OF  
SWAN'S LANDING, INC.**

The undersigned hereby executes in duplicate the following Articles of Incorporation for the purpose of forming a corporation under the Idaho Business Corporation Act (Idaho Code, Title 30, Chapter 1).

**ARTICLE I**

**Name**

The name of this corporation is SWAN'S LANDING, INC..

**ARTICLE II**

**Duration**

The period of duration of this corporation shall be perpetual.

**ARTICLE III**

**Purposes**

The purposes for which this corporation is organized are:

1. To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, diners, delicatessens, and other eating and drinking places and establishments of every kind and description; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products and merchandise incidental or related thereto or of use therein; and

2. To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors.

**ARTICLE IV**

**Authorized Capital Stock**

This Corporation is authorized to issue, in the aggregate, one thousand (1,000) shares of a single class of stock, all of which are to be without par value.

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## **ARTICLE V**

### **Preemptive Rights**

Shareholders of this corporation shall have preemptive rights to acquire additional shares issued by the corporation.

## **ARTICLE VI**

### **Director Liability**

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director for (i) any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) any violation under §30-1-48, Idaho Code, (iv) any transaction from which the director derived an improper personal benefit. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

## **ARTICLE VII**

### **Indemnification**

The corporation shall indemnify its directors against all liability, damage, or expense resulting from the fact that such person is or was a director, to the maximum extent and under all circumstances permitted by law; except that the corporation shall not indemnify a director against liability, damage, or expense resulting from the director's gross negligence.

## **ARTICLE VIII**

### **Amendment**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by statute. All rights of shareholders of the corporation and all powers of directors of the corporation are granted subject to this reservation.

## **ARTICLE IX**

### **Initial Directors**

The initial Board of Directors of this corporation consists of three (3) directors. The names and addresses of such directors are as follows:

<i>Name</i>	<i>Address</i>
William L. Basham	PO Box 3003 Sandpoint, ID 83864
Wendell Shackelford	3853 West Oden Bay Road Sandpoint, ID 83864
Alex R. Verhoogen	511 South Freya Spokane, WA 99223

These initial directors shall serve until the next annual meeting of the shareholders or until the election and qualification of their successors. The number of directors constituting the board of Directors of this corporation may be increased or decreased from time to time in the manner specified in the Bylaws of this corporation.

### ARTICLE X

#### Registered Office and Agent

1. The street address of this corporation's initial registered office is 3853 West Oden Bay Road, Sandpoint, Idaho 83864.
2. Wendell Shackelford is the corporation's initial registered agent at such office.

### ARTICLE XI

#### Incorporator

The name and address of the incorporator is as follows:

<i>Name</i>	<i>Address</i>
Wendell Shackelford	3853 West Oden Bay Road Sandpoint, ID 83864

DATED this 18th day of May, 1993.

  
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 Wendell Shackelford  
 Incorporator

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