



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

CLARENDON HOT SPRINGS RANCH, INC.

was filed in the office of the Secretary of State on the **seventh** day of **April** A.D., One Thousand Nine Hundred **seventy** and ~~will be~~ <sup>will be</sup> recorded on ~~Film~~ <sup>Microfilm</sup> of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

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 **Hailey, Idaho** in the County of **Blaine**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **7th** day of **April**, A.D., 1970 .

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

**ARTICLES OF INCORPORATION  
OF  
CLARENDON HOT SPRINGS RANCH, INC.**

**KNOW ALL MEN BY THESE PRESENTS:**

That we, **LLOYD J. WALKER, GLENDA ROLAND and JANICE MOORE**, all residents of the State of Idaho, each and all of whom are citizens of the United States and natural persons of full age, have this day voluntarily associated ourselves together for the purpose of forming a corporation for profit under the laws of the State of Idaho, and we do hereby certify and state:

I. That the name of the corporation is and shall be **Clarendon Hot Springs Ranch, Inc.**

II. That subject to dissolution in the matter provided by law, the life of this corporation shall be perpetual.

III. That the purposes for which this corporation is formed are as follows:

A. To carry on the business of farming, ranching, dairying, truck and market gardening, and of producing, merchandising, manufacturing and preserving all kinds of farm, ranch, dairy, fruit, vegetable and garden products; together with the operation of a resort hotel including restaurants, bar, golf course, etc., and for the purposes of developing real property for sale to the public including the operation of real estate sales offices, including the development of a private club or clubs for the development of land for ownership by the club.

B. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property, to dispose of, sell, lease, assign, transfer, mortgage, and/or convey all rights, privileges, duties, franchises, licenses, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold,

HEPWORTH, WALKER,  
NUNGESTER & FELTON  
ATTORNEYS AT LAW  
BANK OF IDAHO BUILDING  
TWIN FALLS, IDAHO

mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities, and debentures and other evidences of indebtedness of other corporations, domestic, public or foreign.

C. To conduct business in this state, other states, the District of Columbia, territories or colonies of the United States and foreign countries, and to have one or more offices and places of business out of the state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate out of this state.

D. To enter into, make, perform, and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, trust, partnership, corporation, municipality, state or national government, or any subdivision, district or department thereof.

E. To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.

F. To sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission, or tribunal.

G. To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxillary to any of the objects hereinabove enumerated, or calculated, directly or indirectly, to promote the interests of the corporation in carrying on its purposes, or for the purpose of attaining or furthering any of its business.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no wise limited or restricted, by reference to, or inference from, the terms of

any other clause, which shall be regarded as independent purposes and powers, and no recitation, expression, or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

IV. That the location and post office address of the registered office of this corporation shall be Hailey, Blaine County, Idaho.

V. The amount of the authorized stock of said corporation shall be \$150,000 divided into 1500 shares of common stock of no par value. Said stock shall be nonassessable. The names and post office addresses of each of the incorporators and the number of shares subscribed by each is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>
Lloyd J. Walker	P. O. Box 23 Twin Falls, Idaho	1
Glenda Roland	P. O. Box 23 Twin Falls, Idaho	1
Janice Moore	P. O. Box 23 Twin Falls, Idaho	1

VI. In case a stockholder desires to sell his share or shares of stock, he must first offer them for sale to the remaining stockholders. Being the intention hereof to give them a preference to the purchase of the same and any attempted sale in violation of this provision is null and void. The stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the incorporation stating the terms of sale and unless the terms are accepted by any or all of the other stockholders within thirty days thereof, they shall be deemed to have waived their privilege of purchasing and he be at liberty to sell to anyone else upon the same terms as were offered to the other stockholders.

VII. That the business of the corporation shall be managed by a Board of Directors composed of at least three shareholders. The number of directors is three. The names and the residences of the persons who are appointed to act until the first meeting of their successors are as follows:

Lloyd J. Walker	P. O. Box 23, Twin Falls, Idaho
Glenda Roland	P. O. Box 23, Twin Falls, Idaho
Janice Moore	P. O. Box 23, Twin Falls, Idaho

VIII. The assets of the corporation can be sold or merged with another corporation by a majority vote of the shareholders.

IN WITNESS WHEREOF, The parties hereto have hereunto set their hands and seals this 6 day of <sup>April</sup>~~March~~, 1970.

Lloyd J. Walker  
Glenda Roland  
Janice Moore

STATE OF IDAHO, }  
County of Twin Falls. } ss.

On this 6 day of <sup>April</sup>~~March~~, 1970, before me, the undersigned, a Notary Public for Idaho, personally appeared LLOYD J. WALKER, GLENDA ROLAND and JANICE MOORE, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

[Signature]  
Notary Public for Idaho  
Residing at Twin Falls, Idaho

HEPWORTH, WALKER,  
NUNGESETER & FELTON  
ATTORNEYS AT LAW  
BANK OF IDAHO BUILDING  
TWIN FALLS, IDAHO