

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, **ARNOLD WILLIAMS**, 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

PAYETTE LAKES SKI CLUB, INC.

was filed in the office of the Secretary of State on the **Nineteenth** day of **January** A. D. One Thousand Nine Hundred **Sixty-one** and is duly recorded on Film No. **113** 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 and Sections 30-1001 to 30-1005, inclusive, 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 **McCall** in the County of **Valley** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **19th** day of **January**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF ASSOCIATION OF
PAYETTE LAKES SKI CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned each being a natural person of full age and a citizen of the United States, have this day and do hereby associate ourselves together for the purpose of forming a non-profit cooperative association under and pursuant to the provisions of Chapter 10 of Title 30 of the Idaho Code Annotated, and to that end we do hereby sign, acknowledge and adopt, in triplicate, the following articles of incorporation, namely:

ARTICLE I

The name of this Associations is:
PAYETTE LAKES SKI CLUB, INC.

ARTICLE II

The purposes and objects for which this association is formed are:

Section 1. To promote, provide for, maintain, operate and conduct a social organization for the benefit, recreation, entertainment and amusement of the members of the association and their guests, without pecuniary profit to the association, and in furtherance of these objects and purposes, and in order to promote, develop and provide means and facilities for skiing, to buy, lease, take and hold and own, and to mortgage, hypothecate, transfer, exchange, trade or otherwise acquire or dispose of real and personal property of every kind and nature capable of ownership.

Section 2. To provide for, maintain, and operate club rooms for the use of members of the association and their guests, and to provide for, operate and maintain in connection

with such club rooms, the conveniences and comforts usually provided for and appurtenant to social clubs, including a library, reading and writing rooms, parlor, billiard and card rooms, kitchen and dining rooms for the service of meals, to members of the association and their guests, and to provide for, maintain and operate a private cafe for the use of members of the association and their guests.

Section 3. To employ teachers, instructors, promoters, and exhibitors for promoting and developing skiing, tobogganing and all other winter sports, and to promote, provide for and conduct ski matches and tournaments sled races and matches, toboggan races, and other winter sports and contests, of all kinds as the members of the association and the Board of Directors may from time to time agree upon.

Section 4. To promote, provide for and conduct musical entertainment, dancing and facilities for dancing by members of the association and their guests, and such other forms of amusement and entertainment as the members of the association and the board of directors may from time to time agree upon.

Section 5. To have, exercise and enjoy all the powers and privileges now or hereafter granted to non-profit cooperative associations under the laws of the State of Idaho and particularly by Chapter 10 of Title 20, Idaho Code Annotated, and any amendments thereto, and to do any act or thing necessary or convenient for the carrying out of the objects and purposes of a non-profit social organization, and carrying into effect any and all of the aforesaid objects and purposes.

ARTICLE III

The duration of this association shall be perpetual.

ARTICLE IV

The location and post office address of the registered office of this association in the State of Idaho is McCall, Valley County, Idaho, where its principal business is to be transacted.

ARTICLE V.

This association shall have no capital stock and any natural person, and any corporation, association and co-partnership enumerated in Section 36-1003, Idaho Code Annotated, may become a member of this association, subject to and under such rules and regulations as the board of directors and the by-laws of this association may from time to time establish. Certificates of membership shall be issued to each member of the association, which certificate cannot be assigned so 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 regulations as the by-laws may prescribe.

ARTICLE VI.

The business of this association shall be managed and conducted by a board of directors (or trustees) consisting of persons, who shall be elected annually as and when provided for by the by-laws, and by such executive officers as may be appointed by said board of directors to carry on said business under and by virtue of any by-laws which may from time to time be adopted by this association.

ARTICLE VII.

The by-laws of this association may be amended or repealed and new by-laws adopted at any time, by a two-thirds affirmative vote of the Board of Directors or by a vote of the members.

ARTICLE VIII

The following are the names and post office addresses of the incorporators of this association:

NAME	P. O. ADDRESS & RESIDENCE
<u>D. J. Rowles Pres</u>	<u>McCall Idaho</u>
<u>Wymen & Zachary, V.P.</u>	<u>Box 205 McCall Idaho</u>
<u>F. Gordon Fouch Sec</u>	<u>McCall Idaho</u>
<u>J. S. Elliott Treas</u>	<u>McCall Idaho</u>

IN WITNESS WHEREOF, We have hereunto set our hands and seals in triplicate, this 16th day of December 1960

& D. J. Rowles
Wymen & Zachary
F. Gordon Fouch Sec
J. S. Elliott

STATE OF IDAHO)
County of Valley) ss.

On this 16th day of Dec, 1960 before me, The Undersigned, a Notary Public in and for the State of Idaho, personally appeared D. J. Rowles
Wymen & Zachary, F. Gordon Fouch
and J. S. Elliott and Corey Engen

personally known to me to be the persons who executed the foregoing instrument, and acknowledged to me that they executed the same.

Geo E South Jr.
Notary Public for Idaho
Residence: McCall, Idaho