

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

SNOW CREEK ENTERPRISE, INC.  
File number C 117528

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: December 23, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Alisa C. Hutton*

DEC 23 11 15 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

DEC 13 8 37 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
SNOW CREEK ENTERPRISE, INC.

We, the undersigned, being natural persons of full age, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the state of Idaho.

ARTICLE I.

The name of the corporation is: SNOW CREEK ENTERPRISE, INC.

ARTICLE II.

The purposes and objects for which said corporation is formed are as follows:

A. Buy, sell, and develop real property; subdivide land, construct residences, apartment buildings, condominiums, etc. on land owned by the corporation; to purchase, sell, and invest in land and improvements thereon. Further, to operate real estate brokerage offices and employ persons for that purpose.

B. To have succession by its corporate name perpetually.

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

D. To have and use a corporate seal which may be altered at pleasure, but such seal is not required.

E. 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 any rights, privileges, franchises, real or personal<sup>2</sup> property of the corporation.

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

G. To make bylaws for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock.

H. To issue shares and admit shareholders, and to sell their shares for the payment of assessments or installments.

I. To wind up and dissolve itself, or to be wound up and dissolved in the manner hereinafter provided.

J. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purpose of the corporation.

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

L. To be a promoter, partner, member, associate or manager of other business enterprises or ventures, or to the extent permitted in any other jurisdiction, to be an incorporator of other corporations of any type or kind.

M. To borrow money for the purposes of the corporation, to issue bonds, notes and debentures and other evidence of indebtedness therefor, and to secure the same by mortgage or pledge

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of personal property including the income of said corporation or by mortgage of real property executed in trust or otherwise. All or a portion of the real or personal property may so be pledged, mortgaged or hypothecated.

N. To enter into any contract, cooperative agreement or profit sharing plan with its officers or employees the corporation may deem advantageous or expedient, or otherwise to pay or reward such persona for his services as the directors may deem fit, and to contract with other business enterprises the services of the corporation's officers and employees for compensation to the corporation.

O. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

P. To carry on any other business or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote said objects and purposes of this corporation.

Q. The foregoing clauses by reason of specific enumeration of powers shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes, nor shall it prevent the corporation from entering into any lawful business.

ARTICLE III.

The initial registered agent shall be William F. Jackson and the initial registered office shall be 1705 Spruce Street, Sandpoint, Idaho 83864.

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ARTICLE IV.

This corporation shall have perpetual existence.

ARTICLE V.

The aggregate number of shares the corporation shall be authorized to issue shall consist of 5,000 shares, all of one class, with a no par value. Capital stock shall be paid in at such times and upon such conditions as the Board of Directors may by resolution direct, either in cash or by services rendered to the corporation or by real and personal property transferred to it. Shares of stock then issued in exchange for services or property pursuant to resolution by the board of directors shall thereupon become and shall be fully paid upon the same as though paid for in cash and shall be nonassessable forever, and the determination by the board of directors as to the value of any property or services received by the corporation in exchange for stock shall be conclusive.

ARTICLE VI.

The name and addresses of each of the incorporators hereof and the number of shares of common stock described in Article V herein subscribed by each are as follows:

<u>NAMES</u>	<u>ADDRESS</u>	<u>SHARES</u>
William F. Jackson	P. O. Box 75 Sandpoint, ID 83864	450
Jeri D. Jackson	P. O. Box 75 Sandpoint, ID 83864	50

ARTICLE VII.

At all meetings of stockholders of this corporation, every

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stockholder of record shall be entitled to one (1) vote for every share of stock standing in his or her name on the books of this corporation, and cumulative voting of shares is hereby authorized.

ARTICLE VIII.

The number of directors shall be as specified in the bylaws of the corporation and such number may from time to time be increased or decreased in such manner as described by the bylaws and may be fewer than three (3) in the event that the corporation has less than three (3) stockholders, in accordance with the laws of the state of Idaho.

ARTICLE IX.

In furtherance and not in limitation of the powers conferred by the laws of the state of Idaho, the board of directors is expressly authorized and empowered:

A. To make, alter, amend and repeal the bylaws subject to the power of the stockholders to alter or repeal the bylaws made by the board of directors.

B. To authorize and issue without stockholder consent obligations of the corporation, secured and unsecured, under such terms and conditions as the board in its sole discretion may determine, and to pledge or mortgage as security therefor any real or personal property of the corporation including after-acquired property.

C. To determine whether any, and if so what part, of the earned surplus of the corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition

of any such earned surplus.

D. To fix the amount of profits of the corporation to be reserved as working capital or for any other lawful purpose.

E. To establish bonus, profit sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors of the corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations.

F. To provide for the reasonable compensation of its own members by bylaw, and to fix the terms and conditions upon which such compensation will be paid.

G. In addition to the powers and authority hereinafter or by statute expressly conferred upon it, the board of directors may exercise all such powers and do all such things and acts as may be exercised or done by the corporation, subject nevertheless to the provisions of the laws of the state of Idaho, of these Articles of Incorporation, and of the bylaws of the corporation.

#### ARTICLE X.

All other matters of management and control of the corporation shall be determined by the bylaws of this corporation.

#### ARTICLE XII.

The initial board of directors for SNOW CREEK ENTERPRISE, INC. shall be: William F. Jackson and Jeri D. Jackson.

#### ARTICLE XIII.

These articles may be amended in any respect conformable to

the laws of the state of Idaho by a vote of two-thirds of the stockholders entitled to vote in a meeting of the stockholders called for that purpose as prescribed by law.

EXECUTED IN DUPLICATE this 11th day of December, 1996.

William F. Jackson  
William F. Jackson

Jeri D. Jackson  
Jeri D. Jackson

STATE OF IDAHO            )  
                                  ) ss  
County of Bonner        )

On this 11 day of December, 1996, before me, a Notary Public in and for the said county and state, personally appeared WILLIAM F. JACKSON, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation of SNOW CREEK ENTERPRISE, INC., and acknowledged to me that he executed the same.

GIVEN UNDER MY HAND AND SEAL, the day and year in this certificate first above-written.

Dorinda L. Loefer  
Notary Public for Idaho  
Residing at Sandpoint  
Commission expires Nov. 27, 1999

STATE OF IDAHO            )  
                                  ) ss  
County of Bonner        )

On this 11 day of December, 1996, before me, a Notary Public in and for the said county and state, personally appeared JERI D. JACKSON, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation of SNOW CREEK ENTERPRISE, INC., and acknowledged to me that she executed the same.

GIVEN UNDER MY HAND AND SEAL, the day and year in this certificate first above-written.

Dorinda L. Loefer  
Notary Public for Idaho  
Residing at Sandpoint  
Commission expires Nov. 27, 1999