

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

PEND OREILLE RESORTS, INC.

was filed in the office of the Secretary of State on the **Eighteenth** day
of **March** A.D. One Thousand Nine Hundred **Sixty-four** and
duly recorded on Film No. **127** 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

Sandpoint in the County of **Bonner**,

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 **18th** day of **March**,
A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

PEND OREILLE RESORTS, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States, have this day voluntarily associated ourselves together, and do hereby associate ourselves together for the purpose of forming a corporation under the general corporation laws of the State of Idaho and acts amendatory thereof and supplemental thereto, and do certify as follows:

FIRST:

The corporate name of this corporation shall be PEND OREILLE RESORTS, INC.

SECOND:

The nature of the business and the purpose for which the corporation is formed are:

(a) To engage generally in the motel business and related businesses; to plan, design and construct buildings for motel purposes and to buy, sell and acquire the same; to operate, conduct and carry on the motel business for the accommodations necessary or desirable to accomplish such purposes.

(b) To purchase, or establish and operate a resort and recreation facilities, parks, hotels, motels, cottages and restaurant for the convenience and entertainment of the public, and to provide and operate in connection therewith a boat landing, a marina, furnish boats and motors for sale, lease or rental, grocery store, swimming docks, sporting goods store, and related services;

(c) To conduct and carry on the business of providing meals and food for the general public, and buying and selling any and all other things necessary or desirable in connection with the operation of a restaurant or a motel business.

(d) To undertake and carry on any business transactions or operation commonly undertaken or carried on by motel or restaurant operators and generally to institute, enter into, assist, promote, and participate in any such business or operation;

(e) To acquire by lease, purchase, gift, devise, contract, concession, or otherwise to hold, own, develop, explore or exploit, improve, operate, lease, manage, sell or in any way dispose of or in anywise turn to account; to mortgage, convey, grant, exchange or otherwise dispose of all real estate, lands, options, concessions, patents, franchises, rights, privileges, licenses, permits, water rights, easements, interests in properties of every kind, nature and description whatsoever;

(f) To purchase, subscribe for, or in any wise acquire, own, hold, use, sell, lease, assign, transfer, mortgage

pledge, exchange or otherwise dispose of in any manner personal property of every kind and description, including, but not limited by, shares of stock, bonds, debentures, notes, evidences or indebtedness, and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign, or any individual or individuals, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts, or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stock so owned, and to purchase, acquire or deal in shares of its own capital.

(g) To do any acts designed to protect, preserve, improve or enhance the value of property at any time held or controlled by this corporation, or in which it may be interested.

(h) To borrow money, to issue bonds, notes, debentures, or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise, or to issue the same unsecured.

(i) To lend money with or without security of any type, kind or nature.

(j) To purchase and acquire its own shares in the manner provided by law.

(k) To carry on any business whatsoever which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state, or other states, and to have and to exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes.

THIRD:

The location of the registered office of this corporation in the State of Idaho is 56 Bridge Street, Sandpoint, Idaho.

FOURTH:

The time of existence of this corporation shall be perpetual.

FIFTH:

There shall be five directors who shall manage the business of the corporation.

SIXTH:

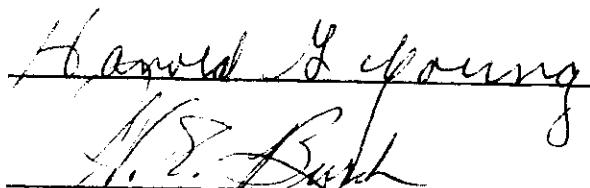
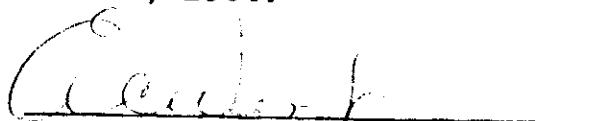
The total number of shares of stock which this corporation is authorized to issue is 625 shares and the par value of each share is \$100.00, for a total authorized capital of \$62,500.00.

SEVENTH:

The names and post office addresses of each of the incorporators and the number of shares of stock subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>
E. C. Wert	E. 1028 Rockwood Blvd. Spokane, Washington	1
Harold G. Young	417 South First Sandpoint, Idaho	1
W. E. Burch	Peyton Building Spokane, Washington	1
Francis J. Butler	501 Peyton Building Spokane, Washington	1

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 11 day of March, 1964.




STATE OF WASHINGTON)
)
) ss.
County of Spokane)

I, the undersigned, a Notary Public in and for the said County and State, do hereby certify that on this 16th day of March, 1964, personally appeared before me E. C. WERT, HAROLD G. YOUNG, W. E. BURCH and FRANCIS J. BUTLER, known to me to be the individuals described in and who executed the above and foregoing instrument, and acknowledged that they executed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

Given under my hand and official seal the day and year last above written.

Frank B. Butler

Notary Public for the State of
Washington, residing at Spokane.