

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

SANTOOTH DEVELOPMENT COMPANY

was filed in the office of the Secretary of State on the **Twenty-sixth** day of **February,** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** 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

Boise

in the County of

Ada

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 **26th** day of **February**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
SAWTOOTH DEVELOPMENT COMPANY

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States and residents of the State of Idaho in order to form a corporation do hereby associate ourselves together under and pursuant to the laws of the State of Idaho and we hereby certify and declare as follows:

I

NAME. That the name of this corporation to be used in all its dealings and transactions is SAWTOOTH DEVELOPMENT COMPANY.

II

PURPOSES. The purposes for which said corporation is formed are:

(a) To own, operate, maintain, lease and manage a lodge, golf course, dude ranch, rest home, recreation center, boys' camp, youth camp and all other legitimate activities connected therewith and authorized to a corporation in the State of Idaho.

(b) To purchase, lease, rent and acquire real property and to construct thereon buildings, tenements, lodges, hotels, motels, and to enter into contracts for the construction of buildings, for the diversion of water, for the production of electric power and all other acts necessary to the development and promotion of the proposed lodge, resort and recreation facilities.

(c) In furtherance, and not in limitation of the general powers conferred by the laws of the State of Idaho, and by the principles of the common law, upon corporations organized under the provisions of law authorizing the formation of this corporation, and of the purposes and powers hereinbefore stated, the corporation shall also have the following purposes and powers, it being expressly provided that

the enumeration of specific powers shall not be construed to limit or restrict in any manner the aforesaid general powers of the corporation.

(d) It is the intention that the objects, purposes and powers specified in Paragraph II, subparagraph (a) hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers specified in Paragraph II, subparagraph (a) and in each of the clauses or paragraphs of this charter, shall be regarded as independent objects, purposes and powers.

(e) To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, either in this state or throughout the United States, and elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

(f) And in order properly to prosecute the objects and purposes above set forth, the corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, both in this state and in all other states, territories and dependencies of the United States; to purchase the business, good will and all other property of any individual, firm or corporation as a going concern, and to assume all its debts, contracts and obligations, provided said business is authorized by the powers contained herein; to construct, equip and maintain buildings, works, factories and plants; to install, by hand, steam, water, electric or other motive power and

generally to perform all acts which may be deemed necessary to expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created.

(g) The corporation shall possess all the powers necessary to conduct the business or businesses and carry out the objects herein expressed, and all those expressly conferred upon corporations by and enumerated in the Idaho Statutes, together with all other powers bestowed upon such corporations under any of the laws of the State of Idaho as well as those necessarily implied, and together with the following additional powers.

(h) To act as agents, contractors, trustees, or otherwise and either alone or in company with others, as fully and to the same extent as natural persons might or could do and in any part of the world.

(i) To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation and to secure the same by mortgage, pledge, deed of trust or by any other lawful means.

(j) To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association, or corporation, municipality, body politic, county, territory, state, government, or colony or dependency thereof and without limit as to amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.

(k) To purchase, acquire and own its shares of stock, but shares of such capital stock so purchased or acquired may be resold unless such shall have been retired for the purposes of decreasing the company's capital stock as provided by law.

(l) The corporation from time to time may purchase any of its stock outstanding (so far as may be permitted by law) at such prices as may be fixed by its board of directors or executive committee and accepted by the holders of the stock purchased, and may resell any stock so purchased at such price as may be fixed by its said board of directors or executive committee; but in case the stock so purchased is subject to redemption, the price paid therefore, shall not exceed the price at which it is redeemable.

(m) To purchase, hold, sell, exchange, or transfer or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such an extent and in such manner and upon such terms as its board of directors shall determine; provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of the capital of this corporation, and provided, further, that shares of its own capital stock belonging to this corporation shall not be voted upon directly or indirectly.

(n) The company may use and apply its surplus earnings or accumulated profits authorized by law to be reserved to the purchase or acquisition of property, and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms as its board of directors shall determine, and neither such property nor the capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the purpose of declaration of payment of dividends, unless otherwise determined by a majority of the board of directors, or by a majority of the stockholders.

(o) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly to promote the interest of the corporation or to enhance the value of its properties.

III

PERIOD OF DURATION. The corporation is to have perpetual existence.

IV

PLACE OF BUSINESS. The principal place of business of this corporation shall be Boise, Idaho. However, the right is reserved to engage or operate in business in any other part of the State of Idaho, or elsewhere.

V

NUMBER OF DIRECTORS. The number of directors of this corporation shall be not less than three nor more than seven.

VI

CAPITAL STOCK. The capital stock of this corporation shall be in one class. There shall be authorized 20,000 (Twenty thousand) shares in common stock of par value of \$50.00 (Fifty dollars and no cents) per share with aggregate value of \$100,000.00 (One hundred thousand dollars and no cents) to be represented by stock certificates and one vote per share.

VII

CLASSIFICATION. The shares of this corporation shall be classified as common shares, which will be represented by stock certificates numbered one through twenty thousand, inclusive. The holder of common shares will have the voting right to vote one vote per share as registered in his name in the corporate books and first right to participate in the future sale of treasury common shares on the basis of the shares held in their names of record in the corporate books.

VIII

AMENDMENTS. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred hereon on stockholders, directors, and officers are subject to this reserved power. These articles may be amended by resolution setting forth such amendment or amendments,

adopted at any meeting of the stockholders by vote of the majority of all the stocks of said corporation then outstanding.

IX

OFFICERS. Until the first annual meeting of the stockholders and the election and qualification of the officers, P. S. Hawkins, Boise, Idaho, shall serve as President and Secretary; Joseph P. Petzak, Boise, Idaho, shall serve as Vice President; and Marie Petzak, Boise, Idaho, shall serve as Treasurer. To be eligible to any of the above named offices of this corporation, a person must be the owner of at least one share of the capital stock of this corporation, as shown by the books of the corporation, and any other person duly qualified may hold one or more offices in the corporation.

X

BOARD OF DIRECTORS. Until the first annual meeting of stockholders and election and qualification of directors, P. S. Hawkins, Boise, Idaho, Joseph P. Petzak, Boise, Idaho, and Marie Petzak, Boise, Idaho, shall be the members of the Board of Directors.

XI

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

| | | |
|---------------|--------|-------------------------------|
| P. S. Hawkins | 1 | 1413 E. Bannock, Boise, Idaho |
| Name | Shares | Address |

| | | |
|------------------|--------|-------------------------------|
| Joseph P. Petzak | 1 | 1409 E. Bannock, Boise, Idaho |
| Name | Shares | Address |

| | | |
|--------------|--------|-------------------------------|
| Marie Petzak | 1 | 1409 E. Bannock, Boise, Idaho |
| Name | Shares | Address |

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 15th day of February, 1963.

P. S. Hawkins
Joe Petzak
Marie Petzak

STATE OF IDAHO,)
) ss.
COUNTY OF ELMORE.)

On this 15th day of February, in the year 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared P. S. Hawkins, Joseph P. Petzak and Marie Petzak, 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.


Notary Public for Idaho
Residing at Mountain Home, Idaho