



CERTIFICATE OF INCORPORATION
OF

MARINA PLACE YACHT CLUB, INC.

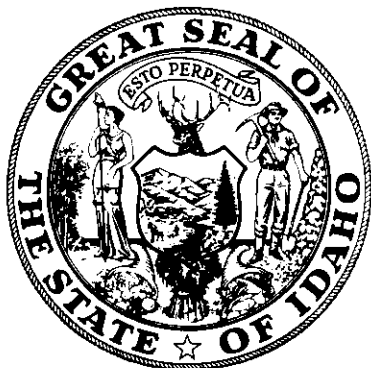
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MARINA PLACE YACHT CLUB, INC.,

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: *March 18, 1982*



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
of
MARINA PLACE YACHT CLUB, INC.

JOSEPH H. WESSMAN, desiring to form a corporation under the provisions of the Idaho Business Corporation Act, adopts these Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be:
MARINA PLACE YACHT CLUB, INC.

ARTICLE II

Duration

The duration of this corporation shall be perpetual.

ARTICLE III

Purposes

The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE IV

Authorized Shares

The corporation shall have the authority to issue Fifty Thousand (50,000) shares of common stock of the par value of One Dollar (\$1.00) per share. There shall be no other class or shares of stock in the corporation.

ARTICLE V

Bylaws

The board of directors shall have full power to adopt, alter, amend, or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to alter, amend, or repeal the bylaws or adopt new bylaws.

ARTICLE VI

Amendment of Articles

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.

ARTICLE VII

Transactions With Interested Parties

This corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers and shareholders and with corporations, associations, firms, and entities in which they are or may be or become interested as directors, officers, shareholders, members, or otherwise, as freely as though such adverse interests did not exist, even though the vote, action, or presence of such director, officer, or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers), the nature of the interest of such

director or officer, though not necessarily the details or extent thereof, be disclosed or known to the board of directors of this corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm, or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation.

ARTICLE VIII

Registered Office And Registered Agent

The registered office of the corporation shall be at
1717 Northwest Boulevard, Coeur d'Alene, Idaho 83814.

The registered agent of the corporation shall be Terry L. Phillips.

ARTICLE IX

Directors

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the bylaws, but the initial board of directors shall number one (1) who shall serve until the first meeting of shareholders and until his successor is elected and qualified. The name and post office address of the initial director is:

<u>Name</u>	<u>Address</u>
Terry L. Phillips	P.O. Box 1859 Coeur d'Alene, ID 83814

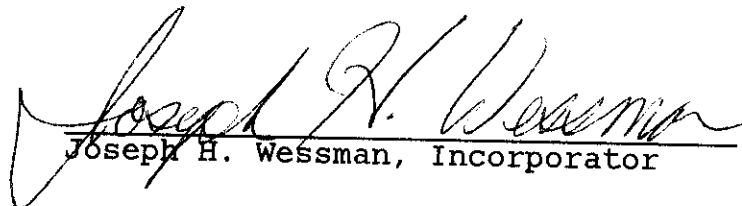
ARTICLE X

Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Joseph H. Wessman	11th Floor ONB Building Spokane, WA 99201

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation in duplicate this 17th day of March, 1982.



Joseph H. Wessman, Incorporator