

State of Idaho



Department of State

I, FRED E. LUKENS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State, do hereby certify that a certified copy of the articles of incorporation of

KELLOGG COUNTRY CLUB

duly certified by the Recorder of Shoshone County to be a true copy of the original articles on file in his office, was filed in this department on the fifteenth day of September A. D. One Thousand Nine Hundred and twenty-eight and is duly recorded in Book A-20 of Domestic Corporations, Records of the State of Idaho, and that the said articles contain the statement of facts required by Sections 4696 and 4871, Idaho Compiled Statutes.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are constituted a body politic and corporate, by the name stated in the articles, and for a term of fifty years, and as such are entitled to all the rights and privileges granted to, and subject to the limitations of Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 196, Idaho Compiled Statutes.

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 fifteenth day of September, in the year of our Lord one thousand nine hundred and twenty-eight, and of the Independence of the United States of America the One Hundred and fifty-third.

Secretary of State.

ARTICLES OF INCORPORATION

OF

"KELLOGG COUNTRY CLUB"

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all of whom are citizens of the United States of America, and one of whom is a resident of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify in writing:

I.

That the name of this corporation shall be "KELLOGG COUNTRY CLUB."

II.

That the purposes for which this corporation is formed are as follows:

(a) To provide a golf course at or near the City of Kellogg in the County of Shoshone, State of Idaho. To lay out and prepare such ground for golf and other purposes of the company and to provide pavillions, lavatories, refreshment rooms and other conveniences in connection therewith; to promote the game of golf, tennis and other athletic sports and pastimes; to hold or arrange for tournaments or other matches and competitions and offer and grant or contribute toward the provision of prizes, awards, and distinctions. To subscribe to become a member of and cooperate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of this company. To buy, sell and deal in all kinds of apparatuses and all kinds of provisions, liquid and solid, required by persons frequenting the company's grounds; to raise money by subscriptions and to grant any rights and privileges to subscribers.

(b) To build, operate and maintain, without pecuniary gain or profit, golf courses, play grounds, amusement parks, tennis courts and parks for the recreative benefit of the public of Kellogg, Idaho, and its vicinity.

(c) To purchase by deed, acquire by subscription, take on lease, or take as gift or otherwise acquire and own lands or buildings in Shoshone County, State of Idaho, for use as recreation grounds, golf courses,

tennis courts, or other amusements; to purchase, own, build, improve or refit, erect and maintain dressing rooms, heating plants, play grounds, amusement parks, parks and buildings necessary or adaptable to any of the above purposes.

(d) To operate and maintain the said recreative places for the service and benefit of both children and adults and to levy and collect a moderate charge for the privilege of the enjoyment of the same; to use all the revenue derived therefrom to defray the maintenance and operation expense of said projects and for the purchase, erection and maintenance of new projects within the powers of these Articles.

(e) To purchase, secure, use, own, and enjoy any and all franchises useful and beneficial for the prosecution of the purposes of this corporation.

(f) To borrow on its notes, bonds and other obligations for the general purposes of this corporation and to mortgage, pledge and give in trust any and all of its property, real and personal, to secure the payment thereof.

(g) To do and perform all other things that may be found necessary or convenient to carry out the objects of this corporation.

III.

The principal place of business of this corporation shall be Kellogg, Blaine County, State of Idaho.

IV.

The term for which this corporation shall exist is fifty (50) years from the date of its incorporation.

V.

That the number of directors of this corporation shall be five (5) in number and said board shall have control of the promotion, operation and maintenance of said corporation. That there shall also be a board of three (3) trustees which said board of trustees shall have the control and management of the real estate of this corporation and the following are the names of the persons who are elected as directors of this corporation for the first year, to-wit:

A. E. Bowers,
W. T. Simons,
W. W. Papesh,
Lester S. Harrison,
Lee Prather.

The following are the names of the persons who are elected as trustees of this corporation for the first year, to-wit:

Walter C. Clark,
L. A. McDougall,
J. B. Cox,

all of whom are residents of the City of Kellogg, Shoshone County, State of Idaho. That the board of directors and board of trustees were elected at a meeting of the members of the Kellogg Country Club held at the Y. M. C. A. Building in the City of Kellogg, County of Shoshone, State of Idaho, at twelve o'clock, noon, on the 4th day of September, 1928, at which meeting the above named persons were unanimously elected as such directors and trustees, all of which will appear from fully from the affidavit of A. E. Bowers, president, and Lester S. Harrison, secretary of the said Kellogg Country Club, who were the officers conducting such election, which said affidavit is hereto attached marked Exhibit "A" and made a part of these Articles of Incorporation.

That before said election was held, notice of the time and place of holding the same was given by publication for more than two (2) weeks in the Wardner-Kellogg News, a weekly newspaper printed and published in the said City of Kellogg, County of Shoshone, State of Idaho, all of which will more fully appear from the affidavit of W. L. Penney, manager of said Wardner-Kellogg News, the publisher of said newspaper, hereto attached marked Exhibit "B" and made a part of these Articles of Incorporation, and also by posting a like notice in a conspicuous place on the building where the said election was held, to-wit: on the Bulletin Board on the south side of said Y. M. C. A. Building, in Kellogg, Shoshone County, State of Idaho, which notice was posted more than two (2) weeks before the time of holding said election, all of which will more fully appear from the affidavit of Fred V. Linney hereto attached marked Exhibit "C" and made a part of these Articles of Incorporation.

VI.

That this corporation is organized under Chapter 196 of

Volume II of the Compiled Statutes of the State of Idaho and laws and acts supplementary thereto and amendatory thereof.

VII.

That there is no capital stock and no subscribers for any stock, there being no pecuniary profit to be derived by any member of this corporation from the operations of the corporation.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 11th day of September, A. D. 1928.

H. E. Power
W. E. Harrison
Harold Easter
W. J. Dickson
La Mc Dougall
M. L. High

STATE OF IDAHO)
)ss.
COUNTY OF SHOSHONE)

On this 11th day of September, A. D. 1928, before me,
MARY A. MILLER, a Notary Public in and for the State of Idaho, personally
appeared A. E. BOWERS, LESTER S. HARRISON, C. HAROLD EASTER, W. T. SIMONS,
L. A. McDOUGALL, AND M. L. HIGBEE, personally known to me to be the persons
whose names are subscribed to the within and foregoing instrument and
acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my notarial seal in my office in Kellogg, Idaho, the day and year in this
instrument first above written.

Mary A. Miller

Notary Public in and for the State of
Idaho, residing at Kellogg, Idaho.

EXHIBIT "A"

AFFIDAVIT

STATE OF IDAHO

COUNTY OF SHOSHONE

ss.

A. E. BOWERS AND LESTER S. HARRISON, each being first duly sworn on his oath, depose and say: That they are respectively the president and secretary of the Kellogg Country Club and were the officers who conducted the election of said Kellogg Country Club, at which election a board of directors for the said Kellogg Country Club was elected and also a board of trustees was elected at such election; that such election was held at a meeting of said Kellogg Country Club at the Y. M. C. A. Building in Kellogg, Shoshone County, State of Idaho, on the 4th day of September, 1928, at twelve (12) o'clock, noon, of said day, in pursuance of notice of said meeting given by publication in the Wardner-Kellogg News and by posting a notice of the time and place of said meeting in a conspicuous place on the said Y. M. C. A. Building. That at said election the following named persons were unanimously elected as directors and trustees of said Kellogg Country Club for the first year, to-wit:

Directors:

A. E. Bowers,
W. T. Simons,
W. W. Papesh,
Lester S. Harrison,
Lee Prather.

Trustees:

Walter C. Clark,
L. A. McDougall,
J. B. Cox.

A. E. Bowers
President, Kellogg Country Club.

Lester S. Harrison
Secretary, Kellogg Country Club.

A. D. 1928.

Subscribed and sworn to before me this 11th day of September,

Mary A. Miller
Notary Public in and for the State of
Idaho, residing at Kellogg, Idaho.

PROOF OF PUBLICATION

STATE OF IDAHO, } ss.
County of Shoshone,

NOTICE OF MEETING OF KELLOGG COUNTRY CLUB

NOTICE IS HEREBY GIVEN, that there will be a meeting of the Kellogg Country Club at the Y. M. C. A. in the City of Kellogg, Shoshone County, State of Idaho, on the 4th day of September, A. D. 1928, at twelve (12) o'clock, noon, of said day, for the purpose of taking the necessary steps towards the organization of a corporation, not for profit, comprising the members and subscribers of the said Kellogg Country Club and for the purpose of electing

directors for such Club and for the transaction of any business which may properly come before said meeting.

All members of the Club are earnestly requested to be present. Dated at Kellogg, Shoshone county, State of Idaho, this 17th day of August, A. D. 1928.

A. E. BOWERS,
Chairman, Kellogg Country Club Committee, Residence and P. O. Address, Kellogg, Idaho.
8-17-31

W. L. Penney, being first duly sworn deposes and says that he is publisher of KELLOGG—NEWS—WARDNER, a weekly newspaper of general circulation in said county, published in the City of Kellogg, in the County of Shoshone and the State of Idaho; and which has been published continuously in said county for a period of 78 weeks immediately prior to the publication of the notice hereinafter described, and that the

Notice of meeting of Kellogg Country Club

of which the annexed is a true copy, was published in each regular weekly issue of said newspaper, and not in a supplement thereto, for a period of 3 consecutive weeks, the first publication thereof being in its issue dated August 17, 1928 and the last publication thereof being in the issue dated August 31, 1928.

W. L. Penney

Subscribed and sworn to before me this 17th day of Sept. 1928

Notary Public.

STATE OF IDAHO

COUNTY OF SHOSHONE

ss.

FRED V. LINNEY

, being first duly sworn on his oath, deposes and says: That he is a resident of the City of Kellogg, County of Shoshone, State of Idaho, and a citizen of the United States of America over the age of twenty-one (21) years; that under the direction of Lester S. Harrison, attorney for the Kellogg Country Club, he caused to be posted on the Y. M. C. A. in Kellogg, Shoshone County, State of Idaho, a notice of a meeting of said Kellogg Country Club for the purpose of electing a board of directors of said Club for the first year, which notice is as follows, to-wit:

"NOTICE OF MEETING OF KELLOGG COUNTRY CLUB

NOTICE IS HEREBY GIVEN that there will be a meeting of the KELLOGG COUNTRY CLUB at the Y. M. C. A. in the City of Kellogg, Shoshone County, State of Idaho, on the 4th day of September, A. D. 1928, at twelve (12) o'clock, noon, of said day, for the purpose of taking the necessary steps towards the organization of a corporation, not for profit, comprising the members and subscribers of the said Kellogg Country Club and for the purpose of electing directors for such Club and for the transaction of any business which may properly come before said meeting.

All members of the Club are earnestly requested to be present.

Dated at Kellogg, Shoshone County, State of Idaho, this 17th day of August, A.D. 1928.

A. E. BOWERS,
Chairman,
Kellogg Country Club Committee,
Residence and P. O. Address,
Kellogg, Idaho."

That the foregoing notice remained continually and conspicuously posted upon said Y. M. C. A. from the 17th day of August, A. D. 1928, to and including the 4th day of September, A. D. 1928, being more than two (2) weeks.

Fred V. Linney

Subscribed and sworn to before me this 11th day of September,

A. D. 1928.

Mary A. Miller
Notary Public in and for the State
of Idaho, residing at Kellogg, Idaho

ENDORSED: INSTRUMENT NUMBER 80390 Articles of Incorporation
of ~~the~~ Kellogg Country Club, filed at ~~the~~ request of Lester S. Harrison,
~~September~~ Sep 12, 1928, at 3 o'clock, P. M., Records of
Shoshone County, ~~State of~~ Idaho.

Harry A. Rogers

County Recorder

By

L.A. White

Deputy Recorder

STATE OF IDAHO)
) ss.
COUNTY OF SHOSHONE)

I, HARRY A. ROGERS, County Recorder in and for the County of
Shoshone, State of Idaho, do hereby certify the foregoing to be a full,
true and correct copy of the Articles of Incorporation of the KELLOGG
COUNTRY CLUB, together with all the official endorsements thereon as the
original instrument appears on file at my office and in my custody.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my
official seal this 12th day of September, A. D. 1928.

Harry A. Rogers

County Recorder

By

L.A. White

Deputy