

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, 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

LEWISTON GOLF AND COUNTRY CLUB, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **2nd** day of **October** 19 **78**, original articles of amendment, as provided by Section **30-146-147 Idaho Code**

Amendment restating Articles and extending existence to perpetual

and that the said articles of amendment contain the statement of facts required by law.
will be ----- *Microfilm*

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **2nd** day of **October**, A. D., 19 **78**.

Secretary of State

ERASABLE FINISH

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LEWISTON GOLF AND COUNTRY CLUB, INC.

SECRETARY OF
STATE

WHEREAS, at a special meeting of the members of Lewiston Golf and Country Club, Inc., a non-profit cooperative corporation heretofore organized under the provisions of Chapter 10, Title 30, Idaho Code, held on the 27th day of September, 1978, pursuant to Notice and Call of such special meeting in accordance with the By-Laws of said corporation, there was presented a resolution providing for various amendments to the Articles of Incorporation of Lewiston Golf and Country Club, Inc., specifically set forth hereinbelow, and

WHEREAS, at such meeting a quorum of the members of said corporation was present, and

WHEREAS, such resolution amending the Articles of Incorporation as hereinbelow provided was adopted by the affirmative vote of more than two-thirds of the voting power of all members of said corporation;

NOW, THEREFORE, we, Charles E. Gabby and Ed Campbell, the President and Secretary, respectively, of Lewiston Golf and Country Club, Inc., being duly authorized by the resolution aforesaid, do hereby execute and acknowledge these amended Articles of Incorporation, amending Articles III, VI, VII, VIII and IX of the Articles of Incorporation of Lewiston Golf and Country Club, Inc., to read, respectively, as follows:

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"ARTICLE III

The term of existence of said association shall be perpetual."

"ARTICLE VI

The number of directors of this association shall be five (5) and that no person shall be entitled to serve as a director of the association or continue as a director of the association once elected who is not a shareholder in this association.

Directors shall be elected in such manner and for such terms as shall be provided in the By-Laws of the association."

"ARTICLE VII

Except as otherwise expressly provided by the laws of the State of Idaho these Articles of Incorporation may be amended by the vote of a majority of the voting power of the shares of the association represented in person or by proxy at any meeting called for the purpose of so amending the Articles of Incorporation.

"ARTICLE VIII

The capital stock of this association shall consist of 2,000 shares of capital stock having a par value of \$500.00 per share, and an aggregate par value of \$1,000,000. Such shares shall be originally issued at par value only by payment in cash to the association of such par value of \$500.00 per share. No shares shall be issued to any person, firm or corporation unless such person, firm or corporation purchases, or subscribes to the purchase of at least two (2) shares of the capital stock of the corporation; but no more than twelve (12) shares of the capital stock of the corporation shall be issued to any one person, firm or corporation.

Voting power is vested exclusively in the shareholders of the association and no person, firm, association or corporation shall be entitled to vote at any meeting of the shareholders of the association unless a registered owner of capital stock of the association.

The property rights of the shareholders or interests of the shareholders shall be in the same proportion that the number of shares registered in the name of such shareholder bears to the total number of issued shares of the capital stock of the association as may be outstanding from time to time.

No capital stock of the association shall be transferred except in accordance with the By-Laws of the association as may from time to time be adopted or amended."

"ARTICLE IX

The By-Laws of the association shall, in addition to other provisions as may be prescribed by law, provide for:

- (1) The number, qualification and classification of members and the terms and conditions of admission to membership in such respective membership classifications.
- (2) The time, mode, conditions and effect of expulsion or withdrawal from and of restoration to membership.
- (3) The assignment or transfer of the interest of members and shareholders, the manner of determining the value, if any, of any such interest and the purchase by the association, at its option, of such interest, upon the death, withdrawal or expulsion of a member or shareholder.
- (4) Fees for admission, assessments or dues to carry on the business of the association and the reimbursement for services rendered and expenses incurred by the association for its members and shareholders, the time of payment and manner of collecting amounts due and for forfeiture of the interest of a member or shareholder in the association for non-payment thereof.
- (5) Contracting, securing, paying and limiting the indebtedness of the association; and
- (6) Other regulations not repugnant to the laws of the state and consonant with the objects of the association."

IN WITNESS WHEREOF, we have hereunto fixed our hands as President and Secretary, respectively, of said corporation, and affixed the corporate seal of said corporation hereto this 27th day of September, 1978.

LEWISTON GOLF AND COUNTRY CLUB, INC.

By Charles E. Gabby
CHARLES E. GABBY, President

By Ed Campbell
ED CAMPBELL, Secretary

SUBSCRIBED AND SWORN to before me this 27th day of September, 1978.

Randall Bengtson
Notary Public in and for the State of Idaho,
Residing at Lewiston therein.

STATE OF IDAHO)
) ss.
County of Nez Perce)

On this 27th day of September, 1978, before me, the undersigned,
a Notary Public in and for said State, personally appeared CHARLES E. GABBY
and ED CAMPBELL, known to me to be the President and Secretary, respectively,
of LEWISTON GOLF AND COUNTRY CLUB, INC., the corporation that executed the
within and foregoing instrument, and acknowledged to me that such corporation
executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal the day and year in this certificate hereinabove first written.

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Paul Bengtson
Notary Public in and for the State of Idaho,
Residing at Lewiston, Idaho.