

CERTIFICATE OF INCORPORATION
OF

LAKE PEND OREILLE IDAHO CLUB, INC.

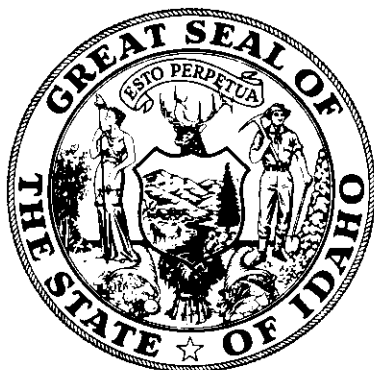
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

LAKE PEND OREILLE IDAHO CLUB, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 September 22, 19 86.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
LAKE PEND OREILLE IDAHO CLUB, INC.

02

The undersigned, acting as incorporators under the Idaho Non-profit Corporation Act, adopt the following Articles of Incorporation for such corporation.

1. The name of this corporation shall be LAKE PEND OREILLE IDAHO CLUB, INC.

2. The corporation is a non-profit corporation as that term is defined in Idaho Code §30-35.

3. The period of existence and duration of the life of this corporation shall be perpetual.

4. The purpose for which this corporation is formed is to promote the general welfare and to educate the public by protecting, promoting and enhancing the recreational aspects of Lake Pend Oreille and its sport fishing.

5. Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

6. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to,

its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.

7. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or

to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Bonner County, Idaho, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

8. The corporation will have members and the management of its affairs shall be vested in its Board of Directors who shall be elected by the members.

9. The street address of the corporation's initial registered office and the name of the initial registered agent at such address is:

F.W. FISCHER
302 School Road
Hope, Idaho 83836

The name and addresses of the directors constituting the initial Board of Directors who also shall act as the incorporators of the corporation are:

F.W. Fischer
P.O. Box 86
Hope, Idaho 83836

Tom Ellis
2603 Samuel Road
Sandpoint, Idaho 83864

Betty Folk
P.O. Box 1464
Bonners Ferry, ID 83805

Leo Hadley
P.O. Box 639
Sandpoint, Idaho 83864

Euming Sue Wing
475 Peach Tree Dr.
Hayden, ID 83835

Tom Mehler
P.O. Box 1465
Sandpoint, Idaho 83864

Jim Folk
P.O. Box 1464
Bonners Ferry, ID 83805

Lonney Spath
P.O. Box 1427
Sandpoint, Idaho 83864

Bill Schaudt
2078 Hubbard
Sagle, Idaho 83860

These foregoing Articles of Incorporation are dated
and executed this 16th day of September, 1986.

F.W. Fischer
F.W. FISCHER

Tom Ellis
TOM ELLIS

Betty E Folk
BETTY FOLK

Leo Hadley
LEO HADLEY

Euming Sue Wing
EUMING SUE WING

Tom Mehler
TOM MEHLER

Jim Folk
JIM FOLK

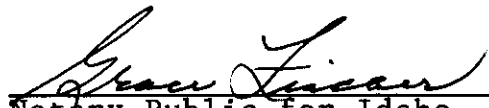
Lonney Spath
LONNEY SPATH

Bill Schaudt
BILL SCHAUDT

STATE OF IDAHO)
)
County of Bonner)

On this 16th day of September, 1986, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared F.W. Fischer, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.


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


Notary Public for Idaho
Residing at: Hope

STATE OF IDAHO)
)
County of Bonner)

On this 16th day of September, 1986, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared Tom Ellis, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

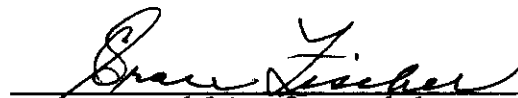
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate last above written.


Notary Public For Idaho
Residing at: Hope

STATE OF IDAHO)
)
County of Bonner)

On this 16th day of September, 1986, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared Betty Folk, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

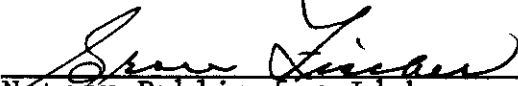
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate last above written.


Notary Public for Idaho
Residing at: Hope

STATE OF IDAHO)
)
County of Bonner)

On this 16th day of September, 1986, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared Leo Hadley, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

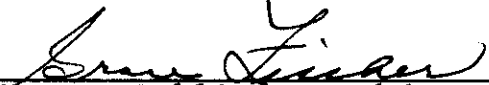
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate last above written.


Notary Public for Idaho
Residing at: Arpa

STATE OF IDAHO)
)
County of Bonner)

On this 16th day of September, 1986, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared Tom Mehler, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.


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


Notary Public For Idaho
Residing at: Arpa

STATE OF IDAHO)
)
County of Bonner)

On this 16th day of September, 1986, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared Euming Sue Wing, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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


Notary Public for Idaho
Residing at: Arpa

STATE OF IDAHO)
)
County of Bonner)

On this 17th day of September, 1986, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared Jim Folk, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Bruce Liscum
Notary Public for Idaho
Residing at: Hope

STATE OF IDAHO)
)
County of Bonner)

On this 17th day of September, 1986, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared Lonney Spath, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Bruce Liscum
Notary Public For Idaho
Residing at: Hope

STATE OF IDAHO)
)
County of Bonner)

On this _____ day of September, 1986, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared Bill Schaudt, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Bruce Liscum
Notary Public for Idaho
Residing at: Hope