

CERTIFICATE OF INCORPORATION
OF

SUNUP BAY RESORT, INC.

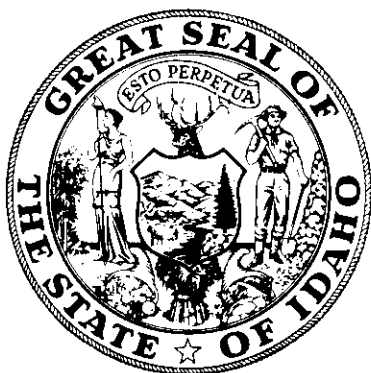
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SUNUP BAY RESORT, 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: December 14, 1984



SECRETARY OF STATE

by: _____

DEC 14 10 31 AM '84
STATE

ARTICLES OF INCORPORATION

OF

SUNUP BAY RESORT, INC.

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, of full legal age and a citizen of the United States of America, desiring to form a corporation under the laws of the State of Idaho, do hereby adopt these Articles of Incorporation and execute the same in triplicate.

ARTICLE I

NAME: The name of this corporation shall be

SUNUP BAY RESORT, INC.

ARTICLE II

DURATION: The life of this corporation shall be perpetual.

ARTICLE III

PURPOSE: The objects and purposes of this corporation shall be:

(1) To carry on the business of operating a marina, cafe, cocktail lounge, grocery store, service station and trailer park.

(2) To build, repair, buy, sell, rent and lease boats and motors of all types and descriptions.

(3) To engage in and carry on the business of buying, leasing, renting and otherwise acquiring lands and interests in lands of every kind and description and wheresoever situated; buying, leasing and otherwise acquiring and constructing and erecting, or contracting for the construction and erection of buildings and structures in and on such lands for any uses or purposes; holding, owning, improving, developing, maintaining, operating, letting, leasing, renting, mortgaging, selling or otherwise disposing of such property or any part thereof; equipping, furnishing and operating apartments, apartment houses,

hotels, apartment hotels, restaurants, office buildings, shopping centers, warehouses or any other buildings or structures of whatsoever kind.

(4) To build, purchase, take, lease, or otherwise acquire, to own, hold, use, maintain, and improve; and to sell, convey, mortgage, lease and otherwise dispose of real property, buildings, structures, and improvements or any interest therein and any articles, materials, machinery and equipment used therefor or in connection therewith.

(5) To engage in the business of managing, supervising and operating real property, buildings and structures; to negotiate and consummate, for itself or for others, leases with respect to any such property; to enter into contract and arrangements, either as principal or as agent, for the maintenance, repair and improvement of any property managed, supervised or operated by the corporation; to furnish financial, management, and other services to others; to purchase or otherwise acquire, own, use, improve, maintain, sell, lease, or otherwise dispose of any articles, materials, machinery, equipment and property used for or in connection with the business of the corporation; and to engage in and conduct, or authorize, license, and permit others to engage in and conduct any business or activity incident, necessary, advisable, or advantageous to the ownership of property, buildings and structures managed, supervised or operated by the corporation.

(6) To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient, or incidental to carry out any of the purposes of the corporation.

(7) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

(8) To acquire and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the same or similar business.

(9) To acquire, hold, use, sell, assign, lease, grant licenses in respect to, mortgage, or otherwise dispose of letters of patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

(10) To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporations organized under the laws of this state or any other state, country, nation, or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

(11) To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(12) To purchase, hold, sell and transfer the shares of its own capital stock; provide it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(13) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to the amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, or colonies of the United States and in any foreign countries, subject to the law of such state, district, territory, colony or country.

(14) In general, to carry on any other similar business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations formed under said laws, and to do any or all the things hereinbefore set forth to the same extent as natural persons might or could do.

(15) The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, but shall be in furtherance thereof.

ARTICLE IV

REGISTERED OFFICE: The location and post office address of the registered office of this corporation is Route 2, Box 59 on Sunup Bay Road, Worley, Id. 83876.

ARTICLE V

REGISTERED AGENT: The registered agent for this corporation is Phil L. Weidner, who address is Route 2, Box 59 on Sunup Bay Road, Worley, Id. 83876.

ARTICLE VI

CAPITALIZATION: The total authorized number of shares of common stock is 50,000 shares, of the par value of \$1.00 per share.

ARTICLE VII

Each stockholder shall be entitled to one vote for each share of common stock held by him.

ARTICLE VIII

The amount of paid-in capital with which this corporation will commence business is Five-hundred dollars (\$500.00). The corporation will not commence business until consideration of the value of at least \$500.00 has been received for the issuance of shares.

ARTICLE IX

DIVIDENDS ON COMMON STOCK: Dividends on common stock shall be declared at such time as the Board of Directors may direct in accordance with the laws of the State of Idaho.

ARTICLE X

AMENDMENT, ALTERATION, CHANGE OR REPEAL OF ARTICLES: The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in any manner now or hereafter permitted by law, and all rights conferred upon shareholders are subject to this reservation.

ARTICLE XI

AUTHORITY TO MAKE BY-LAWS: Authority to make By-Laws for the corporation is hereby vested in the Board of Directors, subject to the power of the shareholders to change, amend or repeal such By-Laws. The Board of Directors shall not make or alter any By-Law fixing their qualifications, classification or terms of office.

ARTICLE XII

STOCK TRANSFER RESTRICTION: Shares of stock of this corporation are to be issued and held by each and every stockholder upon and subject to the following terms and conditions:

No stockholder, his executor, administrator, or other legal representative shall sell, assign, transfer, or otherwise dispose of any share or shares of the stock of this corporation unless said share or shares of the stock shall have been offered for sale to the other stockholder or stockholders at a price representing the true market value thereof at the time of said offer and the other stockholder or stockholders shall have the right to purchase the same by the payment of such market value at any time within ten (10) days after receipt of written notice of said offer. If there be more than one other stockholder, such offer shall be to sell to each of them the same proportion of the shares offered as the number of shares held by him bears to the total number of shares held by all stockholders to whom the offer is made. In the event that the other stockholder or stockholders do not within ten (10) days after receipt of the notice of said offer accept the same, the share or shares shall next be offered for sale to the corporation at a price representing the true market value thereof at the time of said offer, and the corporation shall have the right to purchase the same with any funds legally available for the purpose by the payment of such market value at any time within ten (10) days after receipt of written notice of said offer.

Each stock certificate issued by or in behalf of the corporation shall have written, stamped or printed on the face thereof, the words:

The shares represented by this certificate are transferable only to a stockholder of the corporation unless and until the holder hereof shall have complied with all provisions of the certificate of incorporation affecting the sale thereof,

and compliance with the foregoing terms and conditions in regard to the sale, assignment, transfer or other disposition of the shares of stock of this corporation shall be a condition precedent to the transfer of such shares of stock on the books of this corporation.

ARTICLE XIII

DIRECTORS: The number of directors of this company shall not be less than three (3) nor more than seven (7), as shall be fixed by the By-Laws of the corporation.

ARTICLE XIV

The first directors, their post office addresses and their terms of office are as follows:

Phil L. Weidner, Route 2, Box 59, Sunup Bay Road,
Worley, Id. 83876

Michael Windisch, Route 2, Box 58, Sunup Bay Road,
Worley, Id. 83876

Barbara Weidner, Route 2, Box 59, Sunup Bay Road,
Worley, Id. 83876.

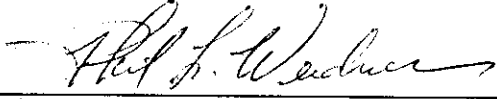
They shall hold office until the first annual meeting of shareholders of this corporation on the first Monday of November, 1985, or until their successors are elected and qualified.

ARTICLE XV

The name and address of the incorporator and the number of shares of stock subscribed by him are as follows:

Phil L. Weidner, Route 2, Box 59, Sunup Bay Road,
Worley, Id. 83876 500 shares.

IN WITNESS WHEREOF, I have signed and acknowledged this certificate this 29 day of November, 1984.

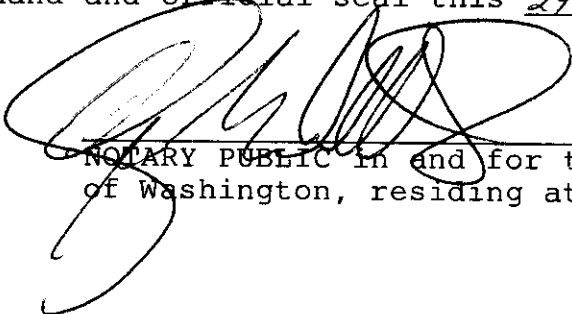


Phil L. Weidner

STATE OF WASHINGTON)
) ss.
County of Spokane)

On this day personally appeared before me Phil L. Weidner, to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 29 day of November, 1984.



NOTARY PUBLIC in and for the State
of Washington, residing at Spokane.