



Department of State

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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 original of the articles of incorporation of

~~XXXXXXXXXX, INC.~~

was filed in the office of the Secretary of State on the ~~XXXXXXXXXX~~ day of ~~August~~ A.D. One Thousand Nine Hundred ~~XXXXXXXXXX~~ and ~~was~~ recorded on ~~XXXXXXXXXX~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 80-105, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

~~XXXXXXXXXX~~ from the date hereof, with its registered office in this State located at ~~One Valley,~~ in the County of ~~Blaine,~~

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 ~~August~~

A.D., 19~~19~~

~~Arnold Williams~~
Secretary of State

~~Arnold Williams~~
Secretary of State

ARTICLES OF INCORPORATION

OF

COURCHEVEL, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be "Courchevel, Inc."

ARTICLE II

The corporation's purposes are:

A. Directly, or through ownership of stock in any corporation, to purchase, lease, exchange, or otherwise acquire real estate and property, either improved or unimproved, and any interest therein; to own, hold, control, maintain, manage, and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate, and control all kinds of buildings, houses, hotels, apartments, stores, offices, warehouses, mills, shops, factories, machinery, and plants, and all structures and erections of any description on any lands owned, held, or leased by the corporation, or upon any other lands; to lease or sublet offices, stores, apartments, and other space in such building or buildings, and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge, or otherwise alienate or dispose of any of such real estate and property, and any interest therein.

B. To make estimates for itself and for others and to bid upon, enter into and carry out contracts for construction, improvement or repair of buildings and other structures and works of all kinds, both public and private, and otherwise act as general contractors.

C. To act as a partner or a joint venture in any transaction.

D. To borrow money, to issue bonds, debentures, notes and other obligations of the corporation from time to time, for any of the objects of the corporation, and to mortgage, pledge, hypothecate and/or convey in trust any or all of its property to secure payment thereof.

E. To enter into and perform contracts and agreements of every kind for any lawful purpose with any person, firm, corporation, municipality or government, or any subdivision or department thereof.

F. To conduct any lawful business involving the sale of foodstuffs and beverages, alcoholic or otherwise.

G. To do any and all such other acts, things, and businesses in any manner connected with, or necessary, incidental, convenient or auxiliary to any of the objects or purposes hereinbefore enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on of its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers which a natural person could do or exercise, and which now, or hereafter, may be authorized by law.

H. The several clauses contained in this statement of powers and purposes shall be construed as both powers and purposes,

as well as objects, and the statements contained shall be in no-wise limited or restricted by reference to, or inference from the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers not inconsistent herewith are included.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of its registered office in this State shall be Sun Valley, Blaine County, Idaho.

ARTICLE V

The total number of shares which the corporation is authorized to issue is 250 shares. The aggregate par value of said shares is \$25,000.00 and the par value of each share is \$100.00. Shares of stock in this corporation shall not be transferred or sold until said sale shall have been approved by the Board of Directors, and the By-Laws of this corporation shall provide the method for such approval. Stock of this corporation, after the amount of the subscription price thereof, or par value, has been paid, shall not be subject to assessment, and no paid up stock and no stock issued as fully paid, shall be ever assessable or assessed.

The voting power of said stock shall be at the rate of one vote for each share.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

Name	Address	No. of shares
Gilbert A. Krivor	Box 271, Sun Valley, Idaho	10
Donald E. Allred	313 East 20th, Costa Mesa, California	10
Billy O. Wadsworth	111 Vista Delmar, Redondo Beach, California	10
William McCook	14400 East Firestone Blvd., La Mirada, California	10

ARTICLE VII

The number, qualifications, terms of office, manner of election and powers and duties of directors shall be fixed and may be changed from time to time as may be provided in the By-laws. The persons hereinbefore named as incorporators shall act in the capacity of Directors until their successors are elected and qualify.

ARTICLE VIII

The power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the Directors.

ARTICLE IX

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director

of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

IN WITNESS WHEREOF, We have hereunto set our hands this
14th day of August, 1965.

Gilbert A. Krivor

Donald E. Allen

Billy O. Wadsworth
Will L. Loh

STATE OF IDAHO)
County of Blaine) ss

On this 14th day of August, 1965, before me, the undersigned, a notary public in and for said State, personally appeared Gilbert A. Krivor, 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 seal the day and year in this certificate first written.

Florence Atkinson
Notary Public

STATE OF CALIFORNIA)
) ss
County of Orange)

On this 17th day of August, 1965, before me, the under-
signed, a notary public in and for said State, personally appeared
Donald E. Allred, 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 seal
the day and year in this certificate first written.

L. Andre
Notary Public

L. ANDRE
My Commission Expires Jan. 7, 1966

Idaho
STATE OF ~~CALIFORNIA~~)
) ss
County of Blaine)

On this 14th day of August, 1965, before me, the under-
signed, a notary public in and for said State, personally appeared
Billy O. Wadsworth, 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 seal
the day and year in this certificate first written.

Flurence Atkinson
Notary Public

STATE OF CALIFORNIA)
) ss
County of Orange)

On this 17th day of August, 1965, before me, the under-
signed, a notary public in and for said State, personally appeared
William McCook, 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 seal
the day and year in this certificate first written.

L. Andre
Notary Public

L. ANDRE
My Commission Expires Jan. 7, 1966