



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

BLUE LAKES COUNTRY CLUB, INC.

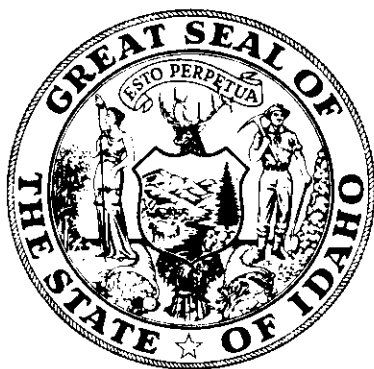
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

BLUE LAKES COUNTRY CLUB, INC.

duly signed and verified 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
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated **July 16**, 19**81**.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

JUL 16 8 33 AM '81
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BLUE LAKES COUNTRY CLUB, INC.

Pursuant to the provisions of Section 30-327 of the Idaho Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Blue Lakes Country Club, Inc.

SECOND: These Articles of Amendment amend and restate all of the articles contained in the original Articles of Incorporation and all Amendments thereto. These Articles of Amendment were adopted by the members of the corporation on March 8, 1981, in the manner prescribed by the Idaho Nonprofit Corporation Act:

ARTICLE I
NAME

The name of the corporation is Blue Lakes Country Club, Inc.

ARTICLE II
NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE III
TERM

The term of this corporation is perpetual.

ARTICLE IV
PURPOSES AND POWERS

The corporation is organized and shall be operated exclusively for pleasure, recreation, and other nonprofitable purposes; substantially all of the activities of the corporation shall be for such purposes, and no part of the net earnings of the corporation shall inure to the benefit of any private member. The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Title 30, Chapter 3 of the Idaho Code and Section 501(c)(7) of the Internal Revenue Code of 1954, as amended.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code.

ARTICLE V MEMBERS

The corporation shall have members who shall be admitted to membership by the Board of Directors in accordance with the procedures established in the By-laws. There shall be one class of members.

ARTICLE VI REGISTERED OFFICE AND AGENT

The registered office of the corporation in the State of Idaho shall be located at Lazy J Mobile Home Park, Space No. 145, Twin Falls, Idaho. The post office address of the registered office shall be P. O. Box 582, Twin Falls, Twin Falls County, State of Idaho. Robert Harvey shall be the registered agent at the address set forth above.

ARTICLE VII MANAGEMENT

The business of the corporation shall be managed by a board of at least nine (9) directors. Directors must be members. A director shall hold office for the term of which he was named or elected and until his successor is elected and qualified. Notwithstanding that the immediate past president's term may have expired, he shall nevertheless be an ex officio member of the board and shall be entitled to vote on all matters for the year following his term as President. Each year three (3) directors shall be elected to serve for a term of three (3) years. The procedure for election of directors shall be as follows: During the month of October of each year, the President shall appoint, subject to the approval of the directors, a nominating committee of not less than five (5) members. The nominating committee shall, on or before the 15th day of November of each year, present to the membership a slate of not less than six (6) candidates for election to the positions of the three (3) expiring directorships. No member of the nominating committee shall be a candidate. Presentation of the candidates shall be made by mailing to each member entitled to vote one ballot listing said candidates. Members shall elect directors by marking their ballots in the provided space and returning the ballot to the Secretary. Ballots shall be delivered to the Secretary or postmarked on or before the 25th day of November to be considered as timely cast. No member shall vote for more than three (3) candidates. A ballot marked

with more than three (3) votes shall not be counted. The President shall announce the names of the three (3) candidates elected by publishing a notice of the election results in the regular Club Bulletin, or by any other means which can be reasonably expected to inform the members of the results of the election. Notwithstanding the foregoing, a member may cumulate the vote by giving one (1) candidate as many votes as the number of directors to be elected multiplied by his vote shall equal, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE VIII
CAPITAL STOCK AND VOTING

The aggregate number of shares which the corporation shall have authority to issue is 1,000, all of which shall have a par value of \$1.00 per share. Each member shall own one share of stock. Each share of capital stock shall entitle its owner to one (1) vote.

ARTICLE IX
AMENDMENTS

All provisions of these Articles of Incorporation shall be subject to amendment, in accordance with the provisions of Idaho Code Sections 30-325 and 30-326(b) and Section 501(c)(7) of the Internal Revenue Code of 1954, as amended.

THIRD: A meeting of members was held on March 8, 1981, a quorum was present at such meeting and the Articles of Amendment set forth above received a majority of the votes which members present at such meeting in person or by proxy were entitled to cast.

Dated: March 8, 1981.

BLUE LAKES COUNTRY CLUB, INC.

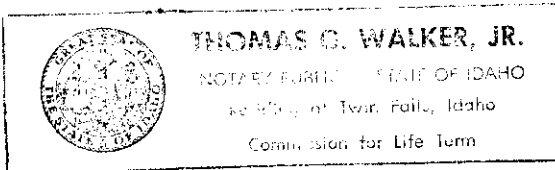
By: Stephen R. Boncroft
Its President

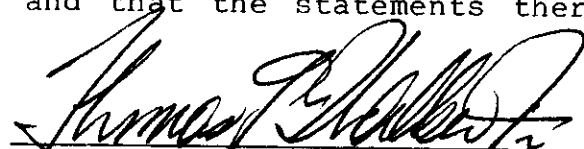
ATTEST:

A. J. Alexander
Its Secretary

STATE OF IDAHO)
) ss.
County of Twin Falls)

The undersigned, a notary public, does hereby certify that on this 22nd day of April, 1981, personally appeared before me Stephen R. Bancroft and John Alexander, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of Blue Lakes Country Club, Inc., that they signed the foregoing document as President and Secretary of the Corporation, and that the statements therein contained are true.





NOTARY PUBLIC FOR IDAHO
Residing at Twin Falls, Idaho