



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

RIVER CROSSING INC.

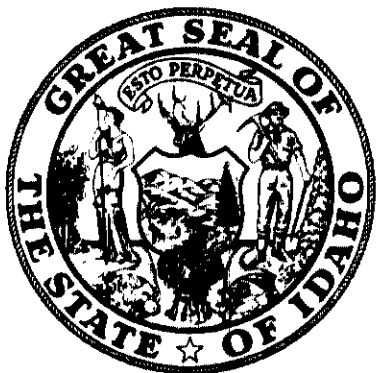
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

RIVER CROSSING 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 December 21, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

ARTICLES OF INCORPORATION

OF

RECEIVED
SEC. OF STATE

RIVER CROSSING

89 DEC 21 AM 8 51

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, who is of legal age and a citizen of the United States and the State of Idaho have this day voluntarily committed myself for the purpose of forming a corporation under and pursuant to the provisions of Title 30, Chapter 3 of the Idaho Code and do hereby adopt and exercise the following articles of incorporation and do hereby certify and declare as follows:

ARTICLE ONE

NAME

The name of the corporation is River Crossing Inc..

ARTICLE TWO

STATUS

The corporation is a nonprofit corporation.

ARTICLE THREE

AUTHORIZATION

This corporation shall proceed under Title 30 Chapter 3, of the laws of the State of Idaho, or such laws as may be hereinafter enacted effecting the status and operation of nonprofit corporations.

ARTICLE FOUR

PURPOSE

The purposes for which the corporation is formed are as follows:

- a) To develop, own, construct, build, operate, conduct, maintain, and carry on a golf course and country club for the use and benefit of its members, eligible guests, the surrounding communities, and the general public;

- b) To build, own, operate, and conduct a clubhouse, restaurant, lounge, lockerrooms, garage, and any other structure in connection therewith; and to conduct amusement enterprises in all of the branches pertaining thereto and thereof;
- (c) To buy, sell, lease, hold, convey, exchange or otherwise acquire and dispose of real and personal property, which may be necessary, advantageous or proper in carrying on the purposes of the corporation;
- (d) To execute, make, and enter into with, for, or on behalf of the persons, firms, partnerships, and corporations any contract or other agreement incident to the purposes of the corporation;
- (e) To encourage, assist, and extend economic development of the cities of Juliaetta and Kendrick, County of Latah, State of Idaho and the surrounding areas, thereby lessening the burden of government and promoting social welfare;
- (f) To do any and all things necessary, advantageous, or incident thereto;
- (g) The general purposes for which this corporation is formed are to operate exclusively for such charitable and recreational purposes as will qualify it as an exempt organization under the Internal Revenue Code Section 501 subdivisions (c)(3) and (c)(7).

ARTICLE FIVE

PLACE OF BUSINESS

The principal place of business shall be at the City of Kendrick, County of Latah, State of Idaho.

ARTICLE SIX

FUNDING

This corporation is to be financed under the following general plan:

- (a) By annual assessment of membership fees;
- (b) Charitable contributions;
- (c) State and Federal grants, and;

(c) Fund raising activities permitted under IRS Code sections 513 (d) and (f) and any other provisions of the Code permitting exempt organizations to raise funds.

Under the provisions of the above cited statutes, the corporation does not intend to issue shares of stock.

ARTICLE SEVEN

DURATION

The existence of the proposed corporation is perpetual, from the date hereof, and shall remain in existence according to the laws of the State of Idaho until such time said corporation is effectively dissolved by proper authority, or by operation of law.

ARTICLE EIGHT

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is Five (5) and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Wallace C. Butler, Jr.	P. O. Box 134 Kendrick, ID 83537
W. Dirk Hammond	P. O. Box 144 Kendrick, ID 83537
Lillian Howerton	P. O. Box 383 Juliaetta, ID 83535
Phillip R. Heinen	P. O. Box 197 Kendrick, ID 83537
Louis E. Corkill	Rt. 2, Box 11 Kendrick, ID 83537

The directors named in these articles of incorporation as the first board of directors shall hold office until the first annual meeting of the members, at which an election of directors shall be held. The term of office for directors shall be one year.

ARTICLE NINE

INCORPORATORS

The name and street address of the incorporator is:

ARTICLE TEN

OFFICERS

The officers of the corporation shall consist of a president, one or more vice presidents, a secretary, and a treasurer, and such other officers, assistant officers and agents as may be prescribed by the by-laws, each of whom shall be elected by the board of directors as prescribed by the by-laws. The chairman of the Board of Directors, the president, and vice president(s) must be members of the Board of Directors; but other officers may be elected or appointed who are not members of the Board of Directors. Any two (2) or more offices may be held by the same person, except the office of president and secretary.

ARTICLE ELEVEN

MEMBERSHIP

The corporation shall have one (1) class of members, and no more than one membership may be held by any one person. The conditions, regulations, rights, and privileges of membership shall be determined and fixed by the by-laws.

ARTICLE TWELVE

QUALIFICATIONS OF DIRECTORS, OFFICERS, & MEMBERS

The qualifications required of the directors, officers, and members are as follows:

- 1) Any natural person, over the age of eighteen (18) years, of sound mind, and of good moral character shall be eligible.
- 2) Directors and officers must be members in good standing.
- 3) any other reasonable qualifications as may be prescribed by the by-laws.

ARTICLE THIRTEEN

PROHIBITED ACTIVITIES

Other provisions of these articles of incorporation notwithstanding, the corporation shall not engage in any act of self-dealing as defined in Section 4941 subdivision (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor retain any excess business

holdings as defined in Section 4943 subdivision (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Section 4945 subdivision (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The corporation shall distribute its income for each taxable year at such time in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE FOURTEEN

DISTRIBUTION OF ASSETS

Section 1: No dividend shall be paid and no part of the net income of the corporation shall be distributed to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to confer benefits upon and pay reasonable compensation to any person, firm, partnership, or corporation for services rendered to or for the corporation in carrying out one or more of its purposes.

Section 2: In the event this corporation is dissolved in a manner provided for by the laws of the State of Idaho, after payment of or adequate provision for all debts and obligations of the corporation, all remaining assets shall be distributed to a non-profit fund, foundation, corporation, municipal corporation of the State of Idaho or to such other charitable or recreational organization, which has established its tax exempt status under Section 501(c) of the Internal Revenue Code, or any combination of the foregoing, as the Board of Directors may select. None of the remaining assets of this corporation shall be distributed to its members as members of the corporation.

ARTICLE FIFTEEN

BOARD OF DIRECTORS

The board of directors shall be a self-perpetuating body. In the event any vacancy shall occur because of death, resignation, incapacity to act, or removal of a director, the then remaining directors, shall within a reasonable time, fill the vacancy, or vacancies, until the next scheduled election of directors.

ARTICLE SIXTEEN

INITIAL REGISTERED OFFICE

The initial registered office of the corporation shall be located at P. O. Box 134 Kendrick, County of Latah, State of Idaho 83537.

ARTICLE SEVENTEEN

INITIAL REGISTERED AGENT

The initial registered agent of the corporation shall be Wallace C. Butler, Jr..

IN WITNESS WHEREOF, the incorporator has executed these articles of incorporation at Kendrick, Idaho on the 18th day of December, 1989.

Wallace C. Butler Jr.
Incorporator