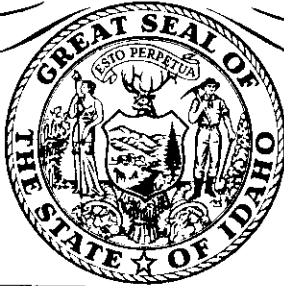


State of Idaho



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

PRIEST LAKE GOLF CLUB, INC.

was filed in the office of the Secretary of State on the **Twenty-First** day of **January** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ ~~duly recorded on Film-No-~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, 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 **perpetual existence** from the date hereof, with its registered office in this State located at

Nordman

in the County of

Bonner

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 **21st** day of **January**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
PRIEST LAKE GOLF CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States, have this day voluntarily associated ourselves together, and do hereby associate ourselves together for the purpose of forming a corporation under the general corporation laws of the State of Idaho and acts amendatory thereof and supplemental thereto, and do certify as follows:

ARTICLE I.

The corporate name of this corporation shall be:

PRIEST LAKE GOLF CLUB, INC.

ARTICLE II.

The nature of the business and the purposes for which the corporation is formed are:

(1) To construct, own, build, operate, conduct, carry on, lease a golf club and/or a golf course for the use and benefit of the public generally; and to conduct any other business in connection therewith deemed desirable; to generally deal in goods, wares, merchandise, athletic equipment, articles of sportswear, clothing and accessories, golf clubs and golf equipment, and accessories for athletic sports; to conduct a golf driving range; to build, own, operate, conduct, lease a club house, restaurant/s, locker rooms, swimming pool, picnic grove, stables, amusement enterprises of all kinds.

(2) To acquire by purchase, or lease, or otherwise, lands and interests in lands, whether for investment or

its own use, or to protect existing interests therein or for other purposes and to own, hold, improve, develop, subdivide, plat and sell the same, and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures, and to construct or cause to be constructed sewers, streets, sidewalks, curbing, and the doing of any other work in connection with the development of property.

(3) To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including but not by way of limitation shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts, or obligations, to receive, collect, and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stock so owned.

(4) To construct, assemble, alter, decorate, maintain, furnish, fit and approve buildings of every sort and kind.

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

(6) To lend money, to purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of and deal in, shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any other person, corporation or association, whether domestic or foreign, and whether now or hereafter organized or existing; and while the holder thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

(7) To purchase and acquire its own shares in the manner provided by law.

(8) To carry on any business whatsoever which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries, and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Idaho, and to have and to exercise all the powers conferred by the laws of Idaho upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at

any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes.

ARTICLE III.

The location and business office address of the registered office of the corporation in the State of Idaho is: c/o George Hill, Hills Resort, Priest Lake, Idaho. P. O. Nordman, Idaho.

ARTICLE IV.

The total authorized number of shares of stock which this corporation is authorized to issue is 250 shares, and the par value of each share is \$100.00. Aggregate par value, \$25,000.00.

ARTICLE V.

The first directors shall hold office until the 17th day of September, 1966, and thereafter until their successors are elected at a meeting of the stockholders, and their names and post office addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ron Burns	West 2023 - 3rd Avenue Spokane, Washington
Fred S. Stejer	East 230 High Drive Spokane, Washington
E. J. McWilliams	South 1717 Upper Terrace Road Spokane, Washington
Harold W. Coffin	East 1106 Rockwood Boulevard Spokane, Washington

ARTICLE VI.

The names and post office addresses of each of the incorporators and the number of shares of stock subscribed by each

are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES SUBSCRIBED</u>
Ron Burns	West 2023 - 3rd Avenue Spokane, Washington	30 shares
Fred S. Stejer	East 230 High Drive Spokane, Washington	30 shares
E. J. McWilliams	S. 1717 Upper Terrace Spokane, Washington	30 shares
Harold W. Coffin	E. 1106 Rockwood Blvd. Spokane, Washington	30 shares

ARTICLE VII.

The time of existence of this corporation shall be perpetual.

ARTICLE VIII.

The authority to make or amend By-Laws is vested in the Board of Directors, subject to the power of the shareholders to change or repeal them.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 11th day of January, 1965.

Ron Burns
E. J. McWilliams
Fred S. Stejer
Harold W. Coffin

STATE OF WASHINGTON }
County of Spokane } ss.
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I, the undersigned, a Notary Public in and for said County and State, do hereby certify that on this 11th day of January, 1965, personally appeared before me RON, BURNS, FRED S. STEJER, E. J. McWILLIAMS and HAROLD W. COFFIN, to me known to be the individuals described in and who executed the above and foregoing instrument, and acknowledged that they executed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and official seal the day and year first above written.

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