



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

HIGHLANDS GOLF CLUB, 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 the above named corporation, 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: February 26, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *[Signature]*

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ARTICLES OF INCORPORATION

OF

HIGHLANDS GOLF CLUB, INC.

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation.

ARTICLE ONE.

Name: The name of the corporation is:

HIGHLANDS GOLF CLUB, INC.

ARTICLE TWO.

Purposes: The purpose of the corporation is to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE THREE.

Duration: The period of duration of the corporation is perpetual.

ARTICLE FOUR.

Registered Office and Registered Agent: The address of the corporation's initial office in the State of Idaho is 401 E. Seltice, Suite 230, Box 10, Post Falls, Idaho 83854.

The name of the corporation's initial registered agent at such address is LEMPESIS, KROEGER, P.A., an Idaho corporation.

ARTICLE FIVE.

Stock: The total authorized number of par value shares of stock is ONE HUNDRED THOUSAND (100,000). The aggregate par value of the total authorized number of par value shares is ONE MILLION DOLLARS (\$1,000,000.00) based upon a par value of TEN DOLLARS (\$10.00) per share.

ARTICLE SIX.

Restriction On The Alienation of Stock: The stock of the corporation may be subject to restriction on the alienation of

stock pursuant to an agreement on file with the Secretary of the corporation.

#### ARTICLE SEVEN.

Board of Directors: The business of the corporation shall be managed and conducted by a board of not less than three (3) and not more than seven (7) directors. The Board of Directors shall be elected in the manner set forth in the Bylaws.

#### ARTICLE EIGHT.

Directors: The number of directors constituting the initial Board of Directors is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT W. COLES	P. O. Box 666 Post Falls, ID 83854
CONSTANCE V. COLES	P. O. Box 666 Post Falls, ID 83854
JONATHAN S. COLES	P. O. Box 666 Post Falls, ID 83854

#### ARTICLE NINE.

Incorporators: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT W. COLES	P. O. Box 666 Post Falls, ID 83854

#### ARTICLE TEN.

Authority to Issue Corporate Obligations: The Board of Directors shall have authority to issue bonds, debentures, or other obligations of the corporation, from time to time, for any of the objects or purposes of the corporation, and to secure them by mortgage, deed of trust, or pledge of any or all of the real and personal property, rights, privileges, and franchises of the corporation wheresoever situated, acquired, and to be acquired, and to sell or otherwise dispose of any or all of such obligations in any manner and on such terms as the Board of Directors may deem proper.

ARTICLE ELEVEN.

Quorum and Voting Requirements for Shareholders' Meeting: FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE TWELVE.

Number of Voters Required to Constitute an Act of the Board: FIFTY-ONE PERCENT (51%) of the directors elected shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

ARTICLE THIRTEEN.

Bylaws - Adoption: In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation.

ARTICLE FOURTEEN.

Bylaws - Amendment: All Bylaws of the corporation shall be subject to alteration or repeal, and new Bylaws may be made, by the affirmative vote of the holders of record of FIFTY-ONE PERCENT (51%) of the outstanding stock of the corporation entitled to vote in respect thereof, given at any annual meeting or at any special meeting, provided notice of the proposed alteration or repeal or of the proposed new Bylaws be included in the notice of such meeting.

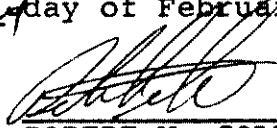
ARTICLE FIFTEEN.

Sale of Corporation's Assets: The corporation shall not sell, lease, convey, exchange, transfer, or otherwise dispose of all or substantially all of its property and assets, not in the regular course of its business, without authorization by a resolution adopted by a majority of the members of the Board of Directors and by a vote or written consent of FIFTY-ONE PERCENT (51%) of the holders of the outstanding shares.

ARTICLE SIXTEEN.

Articles - Amendment: The Articles of Incorporation may be amended by the affirmative vote of the holders of record of FIFTY-ONE PERCENT (51%) of the outstanding stock of the corporation entitled to vote in respect thereof, given at any annual meeting or any special meeting, provided notice of the proposed amendment be included in the notice of such meeting.


IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate on this 22nd day of February, 1990.

  
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ROBERT W. COLES  
Incorporator

STATE OF IDAHO            )  
                                  ss.  
County of Kootenai    )

On this 22nd day of February, 1990, before me,  
Carol F. Prosser a Notary Public for the State of Idaho, personally appeared ROBERT W. COLES, known or identified to me to be the person whose name is subscribed to the foregoing 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 above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing in: Post Falls  
Commission expires: 9-27-91