



## 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

**MC CALL MARINA INC.**

was filed in the office of the Secretary of State on the **Seventh** day of **May,** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** 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 **McCall** in the County of **Valley**

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 **7th** day of **May**, A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION OF MC CALL MARINA INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens of the United States, over the age of twenty-one years, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby make, sign, acknowledge, file and adopt for that purpose the following Articles of Incorporation, and do hereby declare:

ARTICLE I

That the name of this corporation shall be MC CALL MARINA INC.

ARTICLE II

That the term of existence of this corporation shall be perpetual.

ARTICLE III

That the registered office of this corporation in the State of Idaho shall be located in the County of Valley, State of Idaho, and the Post Office address of such registered office shall be **McCall, Valley County, Idaho**, until the Directors designate a different registered office and Post Office Address.

ARTICLE IV

That the purposes for which the corporation is formed are:

(A) To purchase, establish and or lease and operate a marina or marinas primarily within the Village of McCall, State of Idaho, and in that connection to purchase, acquire, own, lease, sell, transfer, encumber, repairing, renovating, and servicing all types of new and used boats and motors, and any parts or accessories used in connection therewith; and the purchasing, acquiring, owning, selling and generally dealing in all types of supplies used on or around the water; 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, rebuild, enlarge, operate and control all kinds of buildings and structures on any lands owned, held

or leased by the corporation, or upon any other lands, and to sell, lease, sub-lease, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any such real estate and property and any interest therein; and in general to deal with all of the personal property, including the boats, motors and other accessories, and other kinds thereof in all respects, the same as a natural person could or might do in the general operation of a marina.

(B) To borrow money for the furtherance of any of the purposes of the corporation, and to secure the same by obligations, pledges, mortgages, or the issuance of bonds or debentures secured by pledges, deeds of trust or mortgages upon the whole or any part of its property. To take and receive donations of property by gift, grant, devise or bequest.

(C) To grant, purchase, hold and sell patent rights for inventions and designs, with the right to issue licenses for the same, and to receive payment therefor. To apply for, obtain and register or otherwise acquire and hold, own, use, operate, and to sell, assign, or otherwise dispose of any trade marks, trade names, patents, inventions, improvements, and processes used in connection with or secured under letters, patents of the United States of America or elsewhere.

(D) To purchase the goodwill, business and other property of any individual, partnership or corporation as a going concern, and to assume all of its debts, contracts and obligations.

(E) To act as trustees, receivers, liquidators, managers, brokers or referees, or in other stations of trust or confidence in respect to the establishment of corporations or associations to acquire, prosecute and execute undertakings, businesses, and enterprises of the same general type as herein provided for in Idaho and elsewhere. To operate as a public utility in any line of endeavor that is in any way connected with any of the other undertakings of the company.

(F) To purchase, hold, sell, assign, transfer, mortgage, or otherwise dispose of shares of the capital stock of any other corporation or corporations, association or associations of the State of Idaho or any other State, Territory, or Country, and while owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote thereon.

(G) To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession, or cooperations, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the purposes of the corporation.

(H) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any such contracts.

(I) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either along or associated with other, and incidental or pertaining to, or growing out of or connected with its business or powers, provided the same be not inconsistent with the laws of the State of Idaho.

That the purposes and powers specified in the clauses contained in this article are to be construed both as purposes and powers and shall, except when otherwise expressed in this article, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this, or of any other article of this certificate, but each of the purposes and powers specified in this article shall be regraded as independent purposes and powers; and the specification herein contained of particular powers is not intended to be, and shall not be held to be in limitation of the general powers herein contained of particular powers is not intended to be, and shall not be held to be in limitation of the general powers herein contained, or in limitation of the powers granted to corporations under the laws of the State of Idaho, but is intended to be, and shall be held to be, in furtherance thereof.

#### ARTICLE V

The capital stock of this corporation shall be FIVE THOUSAND DOLLARS divided into five hundred shares of the par value of Ten Dollars per share, and all of said stock shall be non-assessable common stock with equal voting and other rights and privileges.

#### ARTICLE VI

The Board of Directors of this corporation shall consist of at least three and not more than nine members, the number to be designated by the By-Laws consistent with this Article, and all of the powers of this corporation are hereby conferred upon such Board insofar as such powers may be lawfully vested in and exercised by such Board of Directors.

#### ARTICLE VII

There shall be the following officers elected annually, whose powers, duties, removal, resignation, replacement and general authority shall be designated and granted by the By-Laws of this corporation.

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer

None of said officers except the President need be a Director, but a Vice President who is not a Director cannot succeed to, or fill the office of the President. The offices of Secretary and Treasurer may be combined in one person.

Such other officers and agents as may be necessary for the business of this corporation may be appointed by the Board of Directors in the manner provided by the By-Laws.

#### ARTICLE VIII

The amount of capital stock actually subscribed is four shares which have been subscribed at their par value, and the following are the names and residences of each of the incorporators by whom said stock has been subscribed:

NAMES	RESIDENCE	NO. OF SHARES	AMOUNT
Robert L. Jones	McCall, Idaho	1	\$10.00
James L. Schoenhut	Cascade, Idaho	1	\$10.00
M. L. Schoenhut	Cascade, Idaho	1	\$10.00
L. Karol Whitt	Cascade, Idaho	1	\$10.00

#### ARTICLE IX

The Directors of the corporation have power in their discretion to reserve from the profits each year such amount thereof as they may deem necessary and advisable for the purpose of establishing a reserve fund to be used as working capital in the business of the corporation, and they may employ and use such funds for the purpose of extending the business operations of the corporation or to purchase its own stock, or to purchase stock, bonds, and other obligations of other corporations which it is authorized by law to purchase.

#### ARTICLE X

No contract or transaction entered into by the corporation shall be affected by the fact that a Director or Officer of the corporation was personally interested in it, if at the meeting of the Board of Directors making, authorizing, or confirming such contract or transaction the interested Director disclosed his interest therein and refrains from voting on such contract or transaction.

#### ARTICLE XI

This corporation shall have power to conduct business in any State or foreign country, and to maintain offices therein, subject to the laws of such jurisdiction.

We, the undersigned, do hereby adopt and file these Articles of Incorporation in accordance with the laws of the State of Idaho, and do hereby certify that the facts therein set forth are true, and do respectively agree to each take the number of shares of stock hereinbefore set forth opposite our respective names.

IN WITNESS WHEREOF, We have hereunto set our hands and seals to this instrument, which is executed in triplicate, this 30th. day of April, 1963.

Robert L. Jones

M. L. Schoenhut

James L. Schoenhut

L. Karol Whitt

STATE OF IDAHO,     )  
                              )  
County of Valley,    )     ss.

On this 30th. day of April, 1963, before me, a Probate Judge in and for said State, personally appeared Robert L. Jones, James L. Schoenhut, M. L. Schoenhut and L. Karol Whitt, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(SEAL)

*L. L. McMaster*

Probate Judge  
Residence: Cascade, Idaho