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# State of Idaho

## Department of State

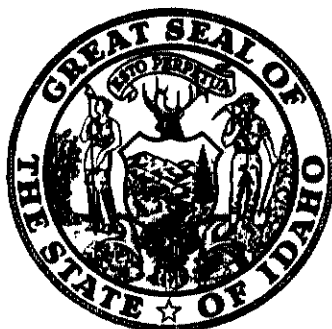
### CERTIFICATE OF AMENDMENT OF

RIVER CROSSING 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 RIVER CROSSING 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: May 3, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Davies*

REVISED  
RESTATED ARTICLES OF INCORPORATION SEC. 01 STATE

OF

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RIVER CROSSING INC.

KNOW ALL MEN BY THESE PRESENTS:

The following restatement of Articles of Incorporation of River Crossing, Incorporated sets forth all the operative provisions of the Articles of Incorporation as restated and adopted by resolution of a quorum of the Board of Directors of said Corporation on motion duly made, seconded and passed by unanimous vote on the 5th day of March, 1993 pursuant to Idaho Code Section 30-1-59 and Idaho Code Section 30-323, and further, that all articles are amended and these Restated Articles of Incorporation supersede the original Articles of Incorporation. There having been no shares of Stock issued, and no memberships granted, the resolution and amendment were adopted by the board of directors, as described above, pursuant to I. C. Section 30-1-59(a).

ARTICLE ONE

NAME

The name of the corporation is River Crossing Inc..

ARTICLE TWO

STATUS

The corporation is a for-profit corporation.

ARTICLE THREE

AUTHORIZATION

This corporation shall proceed under Title 30 Chapter 1, of the laws of the State of Idaho, or such laws as may be hereinafter enacted effecting the status and operation of for-profit 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;

## 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) Operation of any business reasonably appropriate, and appurtenant, to the stated purpose of the corporation.

(c) Sale 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
James Black	P. O. Box 214 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 shareholders, 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:

Wallace C. Butler, Jr.	P. O. Box 134 Kendrick, ID 83537
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## 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

### STOCK

The total authorized shares of stock is One Thousand (1,000). There shall be one class of stock which shall be common with voting rights and shall have no par value.

## ARTICLE TWELVE

### QUALIFICATIONS OF DIRECTORS, OFFICERS, & SHAREHOLDERS

The qualifications required of the directors, officers, and shareholders 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) any other reasonable qualifications as may be prescribed by the by-laws.

## ARTICLE THIRTEEN

### PROHIBITED ACTIVITIES

The corporation shall not do or perform any act in violation of any of the laws of the United States or it's various subdivisions.

ARTICLE FOURTEEN

DISTRIBUTION OF ASSETS

Should this corporation cease to exist, the assets of the corporation shall be distributed pursuant to the laws of the State of Idaho.

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 president and secretary have executed these restated articles of incorporation at Kendrick, Idaho on the 30 day of APRIL, 1998<sup>3</sup>

   
Wallace C. Butler, Jr., President      Lillian Howerton, Secretary

VERIFICATION

STATE OF IDAHO       )  
                              ) ss  
County of LATAH     )

I, DANA E. MAGNUSON, a notary public, do hereby certify that on this 30<sup>th</sup> day of APRIL, 1993, personally appeared before me Wallace C. Butler who, being by me first duly sworn, declared that he is the President of River Crossing Inc., that he signed the foregoing document as president of the corporation, and that the statements therein contained are true.

  
Notary Public for Idaho  
Commission Expires: 02/09/98

VERIFICATION

STATE OF IDAHO       )  
                              ) ss  
County of LATAH     )

I, DANA E. MAGNUSON, a notary public, do hereby certify that on this 30<sup>th</sup> day of APRIL, 1993, personally appeared before me Lillian Howerton who, being by me first duly sworn, declared that she is the Secretary of River Crossing Inc., that she signed the foregoing document as secretary of the corporation, and that the statements therein contained are true.

  
Notary Public for Idaho  
Commission Expires: 02/09/98