

## 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

**HENRY'S LAKE LODGE, INC.**

was filed in the office of the Secretary of State on the **Twenty-eighth** day  
**March** **Sixty-six**  
**will be** A.D. One Thousand Nine Hundred and  
**success incorporation**  
duly recorded on Film No. 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**  
**Henris Inn,** from the date hereof, with its registered office in this State located at **Franklin**  
in the County of

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 **28th** day of **March**,  
**66**  
A.D., 19 .

Secretary of State.

ARTICLES OF INCORPORATION

OF

HENRY'S LAKE LODGE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I

The name of the corporation is:

HENRY'S LAKE LODGE, INC.

II

The corporation's purposes are:

(a) Primarily to engage in the specific business of managing and operating a resort lodge and restaurant.

(b) To engage generally in the business of managing and operating restaurants, bars, lodges, motels and hotels and to provide lodging, prepare and sell food and alcoholic beverages, hunting, fishing and camping equipment and other personal property and to enter into agreements of all kinds with customers, wholesalers, retailers, suppliers and others for such purposes.

(c) To purchase, acquire, own, hold, lease, either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in any and all lands, improved and unimproved, dwelling houses, apartment houses, hotels, boarding houses, business blocks, office buildings, garages, stations, warehouses, manufacturing works and plants, and other buildings of any kind, and the products and avails thereof, and any and all other property of any

and every kind or description, real, personal and mixed, wheresoever situated, including water and water rights, mineral and mineral rights and oil and oil rights.

(d) To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking either wholly or in part the liabilities of any person, firm, association or corporation; and to acquire any business as a going concern or otherwise (1) by purchase of the assets thereof wholly or in part, (2) by acquisition of the shares or any part thereof or (3) in any other manner, and to pay for the same in cash or in the shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain, and operate, or in any manner dispose of, the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(e) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, state, territory, government or other municipal or governmental subdivision.

(f) To promote or to aid in any manner, financially or otherwise, any person, corporation or association of which any shares, bonds, notes, debentures or other securities or evidences of

indebtedness are held directly or indirectly by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(g) 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, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures or other evidences of its indebtedness or obligations; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of Idaho as the same are now in force or may be hereafter amended.

(h) To become a member of any partnership, general or limited, or a party to any lawful agreement for sharing profits, or to any union of interests, agreements for reciprocal concessions, joint adventure, or cooperation, or mutual trade agreement, with any person, firm, partnership, copartnership or corporation, that is carrying on or engaged in, or that is about to carry on, or engage in, any business which this corporation is authorized to carry on, or that is conducting or transacting any business capable of being conducted, or as directly or indirectly, to benefit this corporation.

. . .

(i) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank or trust company.

(j) To have one or more offices, 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 the State 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 way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these articles. The object, purposes and powers specified in each of the clauses and paragraphs of these articles shall be regarded as independent objects, purposes and powers.

· III ·

The principal and registered office for the transaction of the business of this corporation is located in Fremont County, Henry's Lake Lodge on Highway 287, P. O. Macks Inn, Idaho.

IV

That this corporation is authorized to issue 10,000 shares of \$10.00 par stock of an aggregate value of \$100,000.00. There shall be only one class of stock.

V

The corporation shall have perpetual existence.

VI

The names and places of residence of each of the incorporators, all of whom are over 21 years of age and are citizens of the U.S.A., are as follows:

Robin H. Fairbairn,  
10911 Meads Avenue  
Orange Park Acres  
Orange, California

Gary L. Davidson  
307 Via Montego  
San Clemente, California

Mason L. Fenton  
1344 E. Everett  
Orange, California.

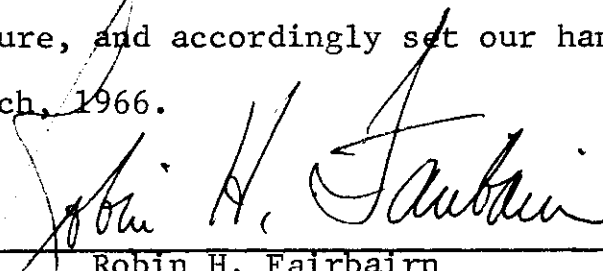
Each of the above incorporators individually subscribe to ten (10) shares of the \$10.00 par value stock.

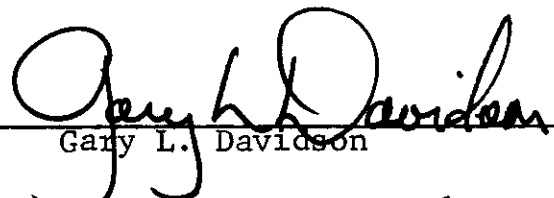
VII

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders, directors and officers

are subject to this reserve power.

WE, THE UNDERSIGNED, for the purpose of forming a corporation to do business both within and without the State of Idaho, and pursuant to the general corporation laws of the State of Idaho, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly set our hands hereunto this 22nd day of March, 1966.

  
\_\_\_\_\_  
Robin H. Fairbairn

  
\_\_\_\_\_  
Gary L. Davidson

  
\_\_\_\_\_  
Mason L. Fenton

STATE OF CALIFORNIA        )  
                                  )   ss.:  
COUNTY OF ORANGE        )

On this 22nd day of March, 1966, before me, the undersigned, a Notary Public in and for the said County, residing therein duly commissioned and sworn, personally appeared ROBIN H. FAIRBAIRN, GARY L. DAVIDSON and MASON L. FENTON, known to me to be the persons whose names are subscribed to the foregoing instrument, and they duly acknowledged to me that they executed the same.

WITNESS my hand and official seal the day and year in this certificate first above written.

  
Notary Public in and for said  
County and State

CHARLOTTE I. MATHEWS  
My Commission Expires Sept. 28, 1969

