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# State of Idaho

## Department of State

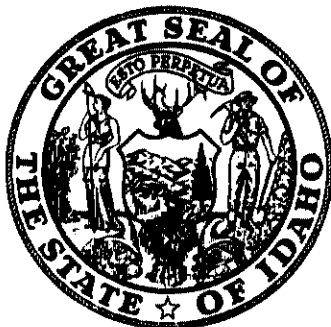
### CERTIFICATE OF INCORPORATION OF

BOUNDARY DEVELOPMENT, 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: August 21, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Valerie Flint*

Aug 21 8 45 AM '92

SECRETARY OF STATE  
STATE OF IDAHO

PETER B. WILSON  
ATTORNEY AT LAW  
P.O. BOX 749  
BONNERS FERRY, IDAHO  
83805-0749  
TELEPHONE: 267-3127

ARTICLES OF INCORPORATION  
OF  
**BOUNDARY DEVELOPMENT, INC.**

KNOW ALL MEN BY THESE PRESENTS: That we, whose names are hereto affixed, all of whom are bona fide residents and full-age citizens of the United States of America, do under and in pursuance of Idaho Code 30-1-1 et seq. as amended, and general corporation laws of said State, hereby organize, constitute and associate ourselves in accordance with these Articles, into a body politic, and corporate for the purposes hereinafter set forth and to that end we execute these Articles of Incorporation, and hereby certify, set forth and declare as follows:

I.

N A M E

The name of the corporation is **BOUNDARY DEVELOPMENT, INC.**

II.

P U R P O S E S

The purpose of this organization shall be:

To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho;

To generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform;

To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for

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same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed in trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidence of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, and to enter into contracts to buy or sell any property, real or personal, to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount.

To own, hold, rent, lease, manage, encumber, improve, exchange, buy, and sell real property, collect rents, and do a general real estate business; and in general to have and exercise all powers, rights, and privileges necessary and incident to carrying out properly the objects above mentioned.

To carry on the business of a year-round resort and recreational center; to engage in the business of selling food and beverages, both alcoholic and nonalcoholic; to engage in the business of operating a hotel, or other accommodations, for the general public and to construct such facilities as may be necessary in connection with the same; to engage in the business of operating a snow sport and summer activities recreational

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center, with all of the incidental services that appertain to the same, and to carry on any other lawful business whatsoever in connection with any of the foregoing, or which is calculated directly or indirectly to promote the interests of this corporation, or to in any way enhance the value of this corporation.

To engage generally in the recreational vehicle park business and related businesses; to plan, design, and construct buildings for such purposes and to buy, sell, and acquire the same; to operate, conduct, and carry on the recreational vehicle park business for the accommodations necessary or desirable to accomplish such purposes; to conduct and carry on the business of providing meals and food for the general public, and buying and selling any and all other things necessary or desirable in connection with the operation of a recreational vehicle park business; and to undertake and carry on any business transaction or operation commonly undertaken or carried on by operators of such a business, and generally to institute, enter into, assist, promote, and participate in any such business or operation.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

To do all and every thing necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other

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corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects and purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

III.

D U R A T I O N

The duration of the corporation is perpetual.

IV.

L O C A T I O N

The location is in Boundary County, Idaho; and the street address of the registered office of the corporation in the State of Idaho is 205 West Kootenai, Bonners Ferry, Idaho and the name of the registered agent is Peter B. Wilson, at the above address. The business office of the corporation is located at HCR 62 (extended), Box 25, Moyie Springs, Idaho 83845.

V.

C A P I T A L I Z A T I O N

The total authorized number of par value shares is 100,000. The stock shall be non-assessable, and divided into shares with a par value of \$1.00 per share. The aggregate par value of the total authorized number of par value shares is \$100,000.00.

VI.

R I G H T S   A N D   R E S T R I C T I O N S   O F   S H A R E S   O F   S T O C K

The shares of stock of this corporation shall be all Common in class and each of said shares shall be entitled to one vote, with the owner of said share determined by the name standing on the books of this corporation at the date thirty (30) days prior to the date of the meeting at which a vote will be required, and the relative rights, preferences and restrictions of each of said shares shall be identical with the relative rights, preferences, and restrictions of every other of said shares.

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VII.

D I R E C T O R S

The corporate powers of this corporation shall be vested in a Board of two (2) directors, unless all of the shares of the corporation are owned beneficially and of record by either one or two shareholders. In such case the number of directors shall be the same as the number of shareholders, to be elected as provided in the By-laws of this corporation. To be a Director, a person must be a shareholder. The powers and duties of the officers of this corporation shall be as prescribed in the By-laws, except that the power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the Board of Directors.

VIII.

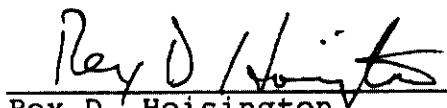
I N C O R P O R A T O R S

The Incorporators and temporary Directors of this corporation, together with the number of shares subscribed for by each, are as follows:

NAME AND ADDRESS	CLASS	SUBSCRIPTION
Donald B. Vickaryous HCR 62 Box 25 Moyie Springs, ID 83845	Common	1
Rex D. Hoisington HCR 62 Box 25 Moyie Springs, ID 83845	Common	1

DATED this 19<sup>th</sup> day of August, 1992.

  
\_\_\_\_\_  
Donald B. Vickaryous

  
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Rex D. Hoisington

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STATE OF IDAHO            )  
                                  ) ss.  
County of Boundary    )

On this 19<sup>th</sup> day of August, 1992, before me, the under-  
signed Notary Public, personally appeared **DONALD B. VICKARYOUS**,  
known or identified to me to be the person whose name is sub-  
scribed to the within instrument, and acknowledged to me that he  
executed the same.

Roberta Bowen  
Notary Public for Idaho  
Residing at Bonners Ferry  
Com. Expires: 9-5-97

STATE OF IDAHO            )  
                                  ) ss.  
County of Boundary    )

On this 19<sup>th</sup> day of August, 1992, before me, the under-  
signed Notary Public, personally appeared **REX D. HOISINGTON**,  
known or identified to me to be the person whose name is sub-  
scribed to the within instrument, and acknowledged to me that he  
executed the same.

Roberta Bowen  
Notary Public for Idaho  
Residing at Bonners Ferry  
Com. Expires: 9-5-97