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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

DESHLER ENTERPRISES, 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: March 5, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By

Quinn Hahn

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ARTICLES OF INCORPORATION
of
DESHLER ENTERPRISES, INC.

I, the undersigned, acting as incorporator of a corporation under the Idaho Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is DESHLER ENTERPRISES, INC.

SECOND

The location of the registered office of the corporation in the State of Idaho is 1034 North Third Street, Coeur d'Alene, Idaho 83814.

THIRD

The name and address of the registered agent of the corporation is, Norman L. Gissel, and the registered office of the corporation is 1034 N. 3rd, Coeur d'Alene, Idaho 83814.

FOURTH

The period of its duration is perpetual.

FIFTH

The purpose or purposes for which the corporation is organized is to operate a marina and the transaction of any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

SIXTH

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares with par value of ONE AND NO/100 (\$1.00) DOLLAR per share.

SEVENTH

Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of the stockholders holding a majority of the stock at any special meeting called for that purpose.

EIGHTH

The number of directors constituting the initial Board of Directors of the corporation shall be not less than one (1) nor more than seven (5), and the names and addresses of persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

George Deshler

212 W. Mariners View Lane
La Canada, CA 91011

NINTH

The name and address of the incorporator is:

GEORGE DESHLER
212 W. Mariners View Lane
La Canada, CA 91011

TENTH

The incorporator subscribes to the following shares:

GEORGE DESHLER

1,000

ELEVENTH

The personal liability of each director is eliminated provided that this provision shall not limit the liability of a director for those acts identified in Idaho Code 30-1-54 (2) (a) (b) (c) and (d) as said provisions are presently enacted or hereafter modified.

DATED this 21st day of January, 1992.

INCORPORATOR:


GEORGE DESHLER