

FILED EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF**

THE SPRINGS AT IDAHO CITY, INC.

Effective as of February 1, 2013 (the "**Effective Date**"), the Articles of Incorporation of The Springs at Idaho City, Inc. are in their entirety as follows:

**Article 1
NAME OF THE CORPORATION**

The name of the corporation is The Springs at Idaho City, Inc. (the "**Corporation**").

**Article 2
PURPOSES OF THE CORPORATION**

The purposes for which the Corporation is organized is to operate a hot springs resort and to do any and all other lawful activities.

**Article 3
SHARES**

3.1 Stock. The aggregate number of shares the Corporation is authorized to issue shall be 100, with no par value, consisting of 100 common shares of voting stock (the "**Common Stock**"). Shares of Common Stock may only be issued to Jesse C. Pearson.

3.2 Transfer. No shareholder of the Corporation may sell or transfer shares except to another individual who is eligible to be a shareholder of the Corporation. Sale or transfer may be made only after the sale or transfer has been approved at a shareholders' meeting especially called for the purpose of approving the sale or transfer of Common Stock. At the special meeting, 75% of the outstanding stock of the Corporation must approve the sale or transfer of Common Stock.

3.3 Treasury Shares. Unless a resolution of the Board of Directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the Corporation shall be Treasury Shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

**Article 4
PREEMPTIVE RIGHTS**

Shareholders of the Corporation shall have no preemptive rights to acquire stock in the Corporation.

IDAHO SECRETARY OF STATE
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Article 5
CUMULATIVE VOTING

Shareholders of the Corporation do not have the right to cumulate their votes for Board of Directors.

Article 6
NOTICE OF MEETINGS AND VOTING

6.1 Notice. Written notice of meetings shall be delivered to all shareholders of the Corporation. Notice of meetings shall be given pursuant to the Bylaws of the Corporation.

6.2 Voting. Each outstanding share of stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes.

Article 7
REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 3742 Highway 21, Idaho City 83631, and the name of the registered agent at such address is Wyatt Sharpley.

Article 8
BOARD OF DIRECTORS

The number of directors constituting the board of directors of the Corporation will be no less than two (2) and no greater than five (5). Under the Articles of Incorporation and until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is two (2). The names and addresses of such persons to serve as the directors are as follows:

Name	Address
Jesse C. Pearson	505 E. Kuiaha Rd., Haiku, HI 96708
Wyatt Sharpley	3742 Highway 21, Idaho City 83631

Article 9
INCORPORATOR

For purposes of the Articles of Incorporation, the name and address of the Incorporator is:

Name	Address
Wyatt Sharpley	3742 Highway 21, Idaho City 83631

Article 10
LIMITATION OF LIABILITY

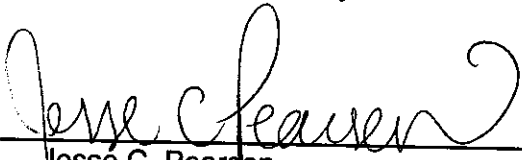
A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Idaho Code § 30-1-833, or (iv) an intentional violation of criminal law.

Article 11
INDEMNIFICATION

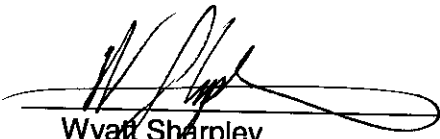
The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

Article 12
EXECUTION

For the purpose of forming this corporation under the laws of the State of Idaho, the undersigned have executed these Articles of Incorporation on February 1, 2013.



Jesse C. Pearson



Wyatt Sharpley