



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

THE GARDENS, INC.

was filed in the office of the Secretary of State on the **fourth** day of **April** A.D., One Thousand Nine Hundred **seventy-two** and ~~will be~~ ~~will be~~ recorded on ~~film~~ ~~microfilm~~ 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** from the date hereof, with its registered office in this State located at **Sandpoint, Idaho** in the County of **Blaine**

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 **4th** day of **April**, A.D., 1972 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

The undersigned Thomas C. Cernohouz, William Keating, and Richard Hollars, persons of the age of twenty-one year, or more, acting as incorporators of a corporation hereinafter referred to as the "Corporation" under the provisions of section 30-101 et seq. Idaho Code, adopt the following articles of incorporation.

ARTICLE I.

The name of the Corporation is: THE GARDENS, INC.

ARTICLE II.

The period of duration of the corporation is perpetual.
The principal place of business is Sandpoint, Bonner County, Idaho

ARTICLE III.

The general purpose of this corporation shall be the owning and/or operating, or both of restuarants, hotel, and motels, and all matters incident thereto, and the powers to do all things necessary, useful, or expedient to perform the general business, and for the carrying out of the purpose of said corporation shall be bested in the corporation.

ARTICLE IV.

The names of the persons forming this corporation are:
Thomas C. Cernohouz, William Keating and Richard Hollars.

ARTICLE V.

The management of this corporation shall be vested in a board of four directors, allof whom must be stockholders. Directors shall first be elected at the first meeting of incorporators, to be held within 90 days, and thereafter be elected at ~~the~~ annual meeting of the stockholders to be held at the general office of this corporation in Sandpoint, Bonner County, Idaho, on the 3rd day of July, at 3:00 o'clock P.M.

each year, and until any election the directors of said corporation shall be the three incorporators and Kristi Hollars, who will also be a stockholder.

ARTICLE VI.

The amount of the capital stock of this corporation shall be Twenty-five thousand Dollars, divided into 250 shares, of the par value of one hundred (\$100.00) Dollars per share, to be held, sold, and paid for at such time and in such manner as the board of directors may from time to time determine. There shall be no issue of preferred stock, and all stock shall be of one class. Two hundred shares of stock shall be initially issued. Fifty (50) shares shall be unissued except on 3/4 vote of the Board. Stockholders are bound to a 20-day option of first refusal to other stockholders as a pre-requisite to selling shares of stock.

ARTICLE VII.

The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the stockholders, and at the same place. Executive officers of this corporation shall be a president, vice-president, secretary and treasurer. The office of any two may be held by the same person, except that of president and vice-president. Such executive officers shall be elected by the Board of Directors at each annual meeting held as aforesaid. The Board of Directors shall have power to fill any vacancy in the Board of Directors or in any other office.

ARTICLE VIII.

Directors and all other officers of this corporation shall serve without compensation unless expressly otherwise provided by the 3/4th vote of the Board of Directors.

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The first meeting of the incorporators and directors for the purpose of organizing and adopting by-laws and election of executive officers shall be held at Sandpoint, Idaho, within 90 days as hereinabove provided.

ARTICLE X.

Sale of corporation assets, realty or personalty, shall not be made other than upon 3/4th vote of the Board of Directors, said vote to be made in writing, and duly recorded in the corporation minutes.

ARTICLE XI.

The names and address and number of shares subscribed
by each of the incorporators of the corporation are:

Thomas C. Cernohouz, Box 2158, Aspen, Colorado, 49.5 shares

William Keating, Box 2158, Aspen, Colorado, 49.5 shares

Richard Hollars, 15 E. Lake, Sandpoint, Idaho, 101 shares

IN WITNESS WHEREOF We have hereunto set our hands and seals
on this 24th day of March, 1972.

Thomas C. Cernohouz

~~William Keating~~

Richard Hollars

STATE OF IDAHO)
) ss.
County of Bonner)

On this 24th day of March, 1972, before me, the undersigned Notary Public in and for said state and county, personally appeared Thomas C. Cernohouz and Richard Hollars, known to me to be the persons whose names are subscribed to the within and foregoing instrument and acknowledged to me that they and each of them executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal on the day and year first above in this certificate written.

Notary Public for the state of
Idaho, residing at Sandpoint
therein.

STATE OF COLORADO)
County of Pitkin) ss.

On this 30 day of March, 1972, before me, the undersigned Notary Public in and for said state and county, personally appeared William Keating, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal on the day and year first above in this certificate written.

My Commission expires January 19, 1974

Barbara J. Strubbe
Notary Public for the state of
Colorado residing at Aspen
therein.