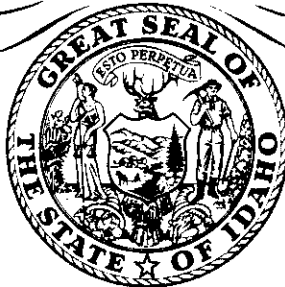


State of Idaho



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

HIGHLAND FLATS LADIES' CLUB, INCORPORATED

was filed in the office of the Secretary of State on the **Sixteenth** day of **December**, A. D. One Thousand Nine Hundred **Sixty-three** and is duly recorded on Film No. **126** 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 and Sections 30-1001 to 30-1005, inclusive, 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 **Maples** in the County of **Boundary** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **16th** day of **December**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
HIGHLAND FLATS LADIES' CLUB, 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 I. C. 30-1001 et seq. of the Idaho Code as amended, and general corporation laws of the State, hereby organize, constitute and associate ourselves and such other persons as may hereafter become associated with us, 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.

NAME

The name of the proposed corporation is HIGHLAND FLATS LADIES' CLUB, INCORPORATED.

II.

PURPOSES

The purposes of the corporation are as follows:

To be a benevolent corporation for the welfare of the general public.

To derive no profit of any kind from any real or personal property owned or being purchased or leased by this corporation, or from the use thereof.

To engage in the operation of any enterprises calculated or designed to provide for recreational, cultural and benevolent facilities for the general public so long as in conformance with the other purposes herein enumerated.

To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform so long as in conformance with the other purposes herein enumerated.

To engage in the business of buying, acquiring, giving, owning, leasing, transferring, encumbering and generally dealing in real and personal property so long as in conformance with the other purposes herein enumerated.

To permit any person of the general public to make use of the property of the corporation for recreational, cultural and benevolent purposes in the manner prescribed by the corporation, reserving unto the corporation the right to determine what programs any property of the corporation shall be used for, and in general to have full control and authority of any and all sort over all the property of the corporation.

The purposes herein enumerated 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 unexpressed.

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 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 or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized; and also so long as in conformance with the other purposes herein enumerated.

III.

The duration of the corporation is perpetual.

IV.

The location is in Highland Flats, Naples, Boundary County, Idaho; and the post office address of the registered office of the corporation in the State of Idaho is Naples, Idaho.

V.

Membership herein shall be evidenced by membership certificates. The cost of membership shall be as determined by the members at any regular membership meeting or special membership meeting called for that purpose. The rights and interests of all members shall be equal, and no member can have or acquire a greater interest therein than any other member.

VI.

DIRECTORS

The corporate powers of this corporation shall be vested in a board of five (5) directors, to be elected as provided in the By-Laws of this corporation. To be a director a person must be a certificate holder. The powers and duties of the officers of this corporation shall be as prescribed in the By-Laws.

VII.

The incorporators of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Harriet Fields	Naples, Idaho
Violet Robinson	Naples, Idaho

May Ramey

Naples, Idaho

Georgia Jeppesen

Naples, Idaho

Vivian Morris

Naples, Idaho

Mary Springston

Naples, Idaho

DATED this 13th day of December, 1963.

Harriet Fields
Harriet Fields

Violet Robinson
Violet Robinson

May Ramey
May Ramey

Georgia Jeppesen
Georgia Jeppesen

Vivian Morris
Vivian Morris

Mary Springston
Mary Springston

STATE OF IDAHO)
) ss.
County of Boundary)

On this 13th day of December, 1963, before me, the undersigned Notary Public, personally appeared HARRIET FIELDS, VIOLET ROBINSON, MAY RAMEY, GEORGIA JEPPESEN, VIVIAN MORRIS and MARY SPRINGSTON, to me known to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

[Signature]
Notary Public for Idaho
Residing at Bonners Ferry
Comm. Exp.: 11/23/65