

ARTICLES OF INCORPORATION
OF
BISHOP'S MARINA & RESORT INC.

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SECRETARY OF STATE
STATE OF IDAHO

We, the undersigned incorporators, being persons legally competent to enter into contracts, for the purpose of forming a corporation under the law of the State of Idaho, do hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation is: **BISHOP'S MARINA & RESORT, INC.**

ARTICLE II.

TERM OF EXISTENCE

The term of duration of this corporation is perpetual.

ARTICLE III.

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation are as follows:

1. To engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Idaho, and which the corporation may determine convenient or proper in the furtherance of any of the purposes hereinabove mentioned, whether expressly set forth in this article or not.

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares of stock which this corporation has authority to issue

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1 x 100.00 = 100.00 CORP

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is FIFTY THOUSAND (50,000) shares of common stock. Such shares shall consist of one class of stock only.

The corporation shall be authorized to issue its common stock pursuant to such plans as it may from time to time adopt in accordance with the provisions of the Internal Revenue Code. The Board of Directors shall be authorized to adopt a written plan for such issuance.

At such time as the Board of Directors may direct by resolution, said capital stock shall be paid into the corporation either in cash or by the sale and transfer to it of real or personal property and any other valuable right or thing for the use and purpose of the said corporation, in payment for which shares of the capital stock of the corporation will be issued. The judgment of the Board of Directors as to the value of the property purchased shall be conclusive. The corporation by the action of its shareholders, is authorized to increase, decrease or reclassify its stock, or to recall the same. In addition to its capital stock, the corporation may accept additional cash or property as paid-in surplus.

ARTICLE V.

REGISTERED AGENT/REGISTERED OFFICE

The address of the corporation's initial registered office in the State of Idaho shall be Bay Shore Drive, Coolin, Idaho. The name of its initial registered agent at such address is MARK CAMPBELL.

ARTICLE VI.

INCORPORATORS

The name and post office address of each of the incorporators and the number of shares for which each subscribe are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
MARK CAMPBELL	P.O. Box 91 Coolin, Idaho 83821	500
KAREN CAMPBELL	P.O. Box 91 Coolin, Idaho 83821	500
DOROTHY HUBBARD	P.O. Box 91 Coolin, Idaho 83821	500
WILLIAM HUBBARD	P.O. Box 91 Coolin, Idaho 83821	500

ARTICLE VII.

BOARD OF DIRECTORS

The initial Board of Directors shall consist of the following persons:

NAME

MARK CAMPBELL

KAREN CAMPBELL

DOROTHY HUBBARD

WILLIAM HUBBARD

At any such time at which the corporation has four (4) or more shareholders, it shall have not less than four (4) nor more than six (6) directors.

ARTICLE VIII.

RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by the shareholders of the corporation, any regulatory or restrictive provisions

regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders, as provided in Idaho Code, Section 30-1-23A. The manner and form as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provision shall be plainly written upon the certificate evidencing the ownership of such stock.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares. In accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

ARTICLE IX.

CORPORATE AFFAIRS

The method and manner of holding directors' meetings and stockholders' meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the By-Laws of the corporation and by the laws of the State of Idaho.

The Board of Directors may repeal and amend the By-Laws of the corporation and adopt new By-Laws.

ARTICLE X.

AMENDMENTS TO ARTICLES

These articles may be amended in any respect conformable to the laws of the State of Idaho and by a vote of the required percentage of stockholders as required by the laws of the State of Idaho in a meeting of stockholders called for that purpose as prescribed by law.

IN WITNESS WHEREOF, The incorporators have executed these Articles of Incorporation this 19 day of NOVEMBER, 1997.


MARK CAMPBELL


DOROTHY HUBBARD


KAREN CAMPBELL

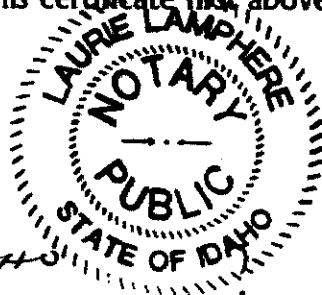

WILLIAM HUBBARD


State of IDAHO)

County of BONNER)

On this 19 day of NOVEMBER, 1997, before me, the undersigned, a Notary Public in and for said state, personally appeared MARK CAMPBELL and KAREN CAMPBELL, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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




NOTARY PUBLIC for IDAHO
Residing At PRIEST RIVER

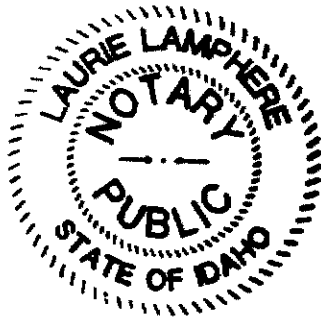
State of IDAHO)

County of BONNER)

On this 19 day of NOVEMBER, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared WILLIAM HUBBARD and

DOROTHY HUBBARD known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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



Laurie Lamphere
NOTARY PUBLIC for IDAHO
Residing At PRIEST RIVER