



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

LAKESHORE ENTERPRISES, INC.

was filed in the office of the Secretary of State on the **7th** day
of **April** A.D. One Thousand Nine Hundred **Fifty-eight** and
duly recorded on Film No. **102** 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 in the County of **Bonner**

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 **7th** day of **April**,
A.D., 19**58**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

LAKESHORE ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are full age citizens of the United States of America, being desirous of forming a corporation under and pursuant to the laws of the State of Idaho, do hereby enter into and adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be LAKESHORE ENTERPRISES, INC.

ARTICLE II.

The names and post office addresses of each of the incorporators of this corporation are as follows:

<u>Name:</u>	<u>Address:</u>
Harold G. Young	Box 1309, Alliance, Nebraska
Harriet M. Young	Box 1307, Alliance, Nebraska
Wallace P. Earle	Box 565, Sandpoint, Idaho
Peggy L. Earle	Box 565, Sandpoint, Idaho.

ARTICLE III.

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE IV.

The purposes for which this corporation are formed are:

(1) To engage in a general innkeeping and hostelry business.

(2) To engage in both heavy and light construction and building business.

(3) To engage in a general wholesale and retail oil, gas and petroleum distributing business.

(4) To engage in a general logging, lumber, timber, kiln drying, milling, construction materials and merchandise business; to manufacture, purchase or otherwise acquire, sell or otherwise dispose of, logs, lumber, wood products in a processed or unprocessed state, and byproducts of wood or of said manufacturing operations, and building and construction supplies and merchandise, either at wholesale or retail; to engage in the building of such railroads, logging roads, and other things necessary in the full and complete operation thereof; to construct, maintain, and operate private booms for the booming, rafting, and sorting of logs and other timber products belonging to the corporation; to engage in the business of hauling and transporting logs, timber, lumber, lumber products, and other freight, goods, wares and merchandise, for itself or for others, for hire, or otherwise, by means of trucks, trailers, and other forms of automotive or other equipment, over public or private highways or roads.

(5) To engage in a general merchandise business, both retail and wholesale, and in connection therewith, to make contracts.

(6) To purchase, lease, option, locate or otherwise acquire, own, exchange, sell, or otherwise dispose of, pledge, mortgage, hypothecate and deal in mines, mining claims, mineral lands, coal lands, oil lands, timber lands, real and personal estate, water, water rights, and to work, explore, operate and develop the same and to extract any and all minerals, oils and gas therefrom and deal in the products and byproducts thereof; to purchase, lease or otherwise acquire, erect, own, operate, or sell smelting and ore reduction works, oil refineries, and power plants.

(7) To do a general real estate, manufacturing and mercantile business.

(8) To own, handle and control letters patent and inventions and shares of its own capital stock and that of other corporations, and to cancel and re-issue shares of its own capital stock; to issue bonds, notes, debentures and other evidences of indebtedness and to secure the payment of the same by mortgage, deed of trust or otherwise; to act as agent, trustee, broker or in any other fiduciary capacity; to borrow and loan money.

(9) To purchase, subscribe for or otherwise acquire and to own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in part in cash or by the exchange therefor of stocks, bonds, or other evidences of indebted-

ness or other securities, contracts or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property and to exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned.

(10) To aid, either by loans or by guaranty of securities, or in any other manner, any corporation, domestic or foreign, any shares of stock, bonds, debentures, evidences of indebtedness or other securities whereof are held by this corporation or in which it shall have any interest and to do any acts designed to protect, preserve, improve or enhance the value of the property at any time held or controlled by this corporation or in which it may be interested.

(11) To enter into, make, perform and carry out contracts of any kind for any lawful purpose of any persons, firms, associations or corporations.

(12) Said corporation shall have the authority to sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission or tribunal; to have and use a corporate seal which may be altered at pleasure; to appoint such officers, employees and agents as the business of said corporation may require and to allow them compensation; to make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock, and optionally to provide penalties for the breach thereof not exceeding twenty dollars for any one offense; to issue shares and admit shareholders; to conduct business in this state, or other states,

District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/ or convey personal and real property situate out of this state, provided such powers are included within the objects set forth in these Articles of Incorporation.

(13) In general to do any or all of the things set forth herein to the same extent as natural persons might or could do as principals, agents, contractors, trustees or otherwise, whether alone or in company with others, and to carry on any other business in connection therewith, whether manufacturing or otherwise, and to perform such acts and things and to transact such business not inconsistent with law in any part of the world as the board of directors may deem to the advantage of the corporation.

ARTICLE V.

The principal place of business of this corporation and its principal offices shall be in the City of Sandpoint, County of Bonner, State of Idaho.

The board of directors may from time to time establish and maintain such other place of business and such other offices as may be useful or convenient in transacting the business affairs of the corporation.

ARTICLE VI.

The total amount of capital stock of said corporation shall be Fifty Thousand Dollars (\$50,000.00), consisting of Five

Hundred (500) shares of common stock, having a par value of One Hundred Dollars (\$100.00) per share. All of said stock shall, upon issuance, be fully paid and non-assessable. The character and value of the consideration to be paid for the said stock shall in all cases be determined by the board of directors of the corporation. The owner of a share of stock shall be entitled to one vote at shareholders' meetings for each share owned and every share shall entitle its owner to voting rights equal to every other share of the corporation.

ARTICLE VII.

The number of directors who shall manage the business of the corporation shall be four who shall be shareholders of the corporation.

In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent

provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding to sell, lease, or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

ARTICLE VIII.

That the names of the subscribers with the addresses, together with the number of shares subscribed by each are as follows:

Name and P.O. Address:

No. of Shares:

Harold G. Young
Box 1309, Alliance, Nebraska

1

Harriet M. Young
Box 1309, Alliance, Nebraska

149

Wallace P. Earle
Box 565, Sandpoint, Idaho

50

Peggy L. Earle
Box 565, Sandpoint, Idaho

50.

IN WITNESS WHEREOF, the above named incorpora-
tors have hereunto set their hands and seals this 7th day of March,
1958.

Wallace P. Earle
Harriet M. Young
Peggy L. Earle
Harold G. Young

STATE OF NEBRASKA,)
:ss.
County of Box Butte,)

On this 31st day of August, 1958, before
me, the undersigned, a Notary Public for said State, personally appear-
ed HAROLD G. YOUNG and HARRIET M. YOUNG and PEGGY L. EARLE,
known to me to be the persons whose names are subscribed to the above
and foregoing 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 last above written.

Henry L. Gottlieb
Notary Public in and for the State of
Nebraska, residing at Alliance therein.

STATE OF IDAHO,)
County of Bonner,)
ss.

On this 7th day of March, 1958, before me, the undersigned, a Notary Public for said State, personally appeared WALLACE P. EARLE known to me to be the person whose name is subscribed to the above 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 the day and year last above written.

1 Aug 1968
Notary Public in and for the State of
Idaho, residing at Sandpoint therein.

STATE OF IDAHO,)
 :ss.
County of Bonner,)

WALLACE P. EARLE being first duly sworn, deposes
and on his oath says:

That he is one of the subscribers to the above and fore-going Articles of Incorporation, and that all of the subscribers thereto, to-wit: Harold G. Young, Harriet M. Young, Wallace P. Earle, and Peggy L. Earle, are full age citizens of the United States of America.

Wallace P. Earle

Subscribed and sworn to before me this 7th day of
March, 1958.

W. Wallace P. Earle
Notary Public in and for the State of Idaho,
residing at Sandpoint therein.