



Department of State

**CERTIFICATE OF INCORPORATION
OF**

STAUFFER CANYON LODGE ASSOCIATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of STAUFFER CANYON
LODGE ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated July 22, _____, 19 87



Pete T. Cenarrusa
SECRETARY OF STATE

Sandra Mathews
Corporation Clerk

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SEC. OF STATE

ARTICLES OF INCORPORATION
STAUFFER CANYON LODGE ASSOCIATION
AN IDAHO NON-PROFIT CORPORATION

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The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST, the name of the corporation is STAUFFER CANYON LODGE ASSOCIATION, INC.

SECOND, the period of its duration is perpetual.

THIRD, the corporation is a non-profit corporation.

FOURTH, the purpose or purposes for which the corporation is organized is to own, manage and control recreational property for the benefit and enjoyment of its members.

FIFTH, the aggregate number of shares which the corporation shall have authority to issue is 20 shares of common stock.

SIXTH, the address of the initial registered office of the corporation is 482 "C" Street, Suite 313, Idaho Falls, Idaho, and the name of its initial registered agent at such address is Jay A. Kohler.

SEVENTH, the number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Glenn Bartschi	529 Washington Street Montpelier, Idaho 83254
La Rae Bartschi	529 Washington Street Montpelier, Idaho 83254
Jay A. Kohler	482 "C" Street, Suite 313 Idaho Falls, Idaho 83402

EIGHTH, assessments shall from time to time, be levied upon all shareholders in the proportions established by the By-Laws. The Board of Directors shall fix the amount thereof and make them payable at such times or intervals, and upon such notice, and by such methods as the directors may prescribe. Assessments shall be made enforceable by action or by forfeiture of stock, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture.

NINTH, in case a stockholder desires to sell his shares of stock he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within thirty (30) days thereafter, they shall be deemed to have waived their privilege of purchasing and he will be at liberty to sell to

anyone else. A stockholder shall not thereafter offer to sell or sell his stock at more liberal or favorable terms than the terms offered to other shareholders except that such offer containing the more liberal or favorable terms be first made to the other shareholders, who shall have thirty (30) days to accept such offer.

TENTH, the name and address of each incorporator is:

Glenn Bartschi
529 Washington
Montpelier, Idaho 83254

DATED: May 18, 1987.


Glenn Bartschi