

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

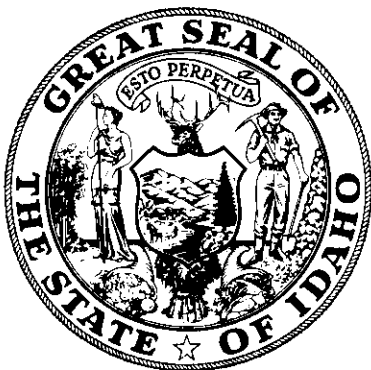
KIMBERLAND INN & RESORT, INC.

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 KIMBERLAND INN & RESORT, 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 May 21, 19 84.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION 21 MAY 21 PM 3 23

OF  
KIMBERLAND INN & RESORT, INC. SECRETARY OF STATE

\* \* \* \* \*

THE UNDERSIGNED, acting as Incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, hereby adopts the following Articles Of Incorporation for such Corporation:

ARTICLE I

NAME

The name of this Corporation is KIMBERLAND INN & RESORT, INC.

ARTICLE II

NONPROFIT CORPORATION

This Corporation is a nonprofit corporation.

ARTICLE III

PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLES OF INCORPORATION

ARTICLE IV

PURPOSES

This Corporation is organized and shall be operated exclusively for recreational, athletic, pleasure, and other similar non-profitable purposes and, subject to this limitation, the purposes of this Corporation shall be as follows:

A. To organize, equip, manage, operate, and maintain a Country Club and Resort for the pleasure and recreation of its members, and in connection therewith to maintain a clubhouse, golf course, tennis courts, RV Park, equestrian complex, lodge, swimming pool, and any other means of recreation which its Directors may consider advisable.

B. To provide for the mutual enjoyment, entertainment, and improvement of its members socially and physically by encouraging them in participation in some form of athletics or physical recreation.

C. To do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of the Idaho Non-profit Corporation Act and Section 501(c)(7) of the Internal Revenue Code, as now exists, or as the same may be amended from time to time.

ARTICLE V

MEMBERS

This Corporation shall have members. The authorized number

and qualifications of members of this Corporation, the different classes of membership, the property, voting, and other rights, obligations, and privileges of members, shall be as set forth in the Corporation's Bylaws. Certificates of equitable ownership to be issued to the members and all transfer and redemption rights or restrictions pertaining to said Certificates and the interest represented thereby shall be as provided in the Bylaws of this Corporation. Assessments may be levied upon certain classes of members, the amount thereof, the time of payment, and the methods of enforcing and collecting such assessments shall be as prescribed by the Board of Directors of this Corporation.

#### ARTICLE VI

##### REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: Junction of State Highways 95 and 55, New Meadows, Idaho, 83654, and the name of its initial registered agent at such address is LARRY SIMONSON.

#### ARTICLE VII

##### INITIAL DIRECTORS

The number of Directors constituting the initial Board of Directors is five (5), and the names and addresses of the persons who are to serve until the First Annual Meeting of the members, and

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until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
L.H. SIMONSON	3160 Fred Haight Drive Post Office Box 769 Smith River, California, 95567
LORRAYNE SIMONSON	3160 Fred Haight Drive Post Office Box 769 Smith River, California, 95567
LARRY SIMONSON	Junction of State Highways 95 and 55 Post Office Drawer "C" New Meadows, Idaho, 83654
ROBIN RAY	Junction of State Highways 95 and 55 Post Office Drawer "C" New Meadows, Idaho, 83654
DEL GEDDES	Junction of State Highways 95 and 55 Post Office Drawer "C" New Meadows, Idaho, 83654

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
L.H. SIMONSON	3160 Fred Haight Drive Post Office Box 769 Smith River, California, 95567

ARTICLE IX

LIMITATION ON CORPORATE ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Directors,

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Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE IV hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE X

#### DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1954 (or

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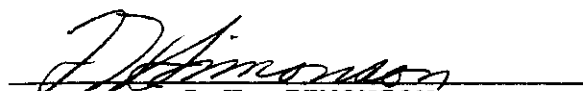
the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the Fourth Judicial District of the State of Idaho, in and for Valley County, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

AMENDMENTS

These Articles may be amended only by the affirmative vote of two-thirds (2/3) of each class of Members as defined in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation has executed these Articles of Incorporation on this 17<sup>th</sup> day of May, 1984.

  
L.H. SIMONSON  
[Incorporator]

