



CERTIFICATE OF INCORPORATION
OF

CARLIN BAY SERVICES CORPORATION

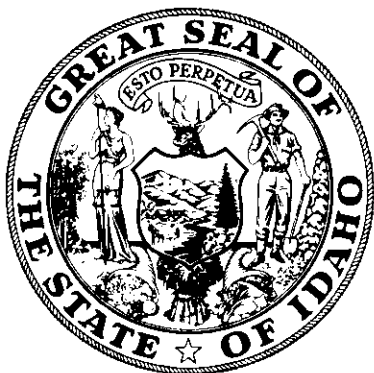
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

CARLIN BAY SERVICES CORPORATION

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 October 20, 19 80.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
CARLIN BAY SERVICES CORPORATION
(A Nonprofit Corporation)

OCT 20 3 30 PM '80
SECRETARY OF STATE

WE, the undersigned, residents of the States of Washington and Idaho, being eighteen (18) years of age or more, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the Idaho Nonprofit Corporation Act, Idaho Code §30-301 et seq., under the statutes of the State of Idaho.

ARTICLE I

NAME

The name of the corporation shall be CARLIN BAY SERVICES CORPORATION, a Nonprofit Corporation.

ARTICLE II

NONPROFIT CORPORATION

This corporation is a nonprofit corporation created under the Idaho Nonprofit Corporation Act.

ARTICLE III

DURATION

The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE IV

PURPOSE

The business and purpose of this corporation is to maintain and operate roads, airstrips, greenbelt, docks and dock areas, boat ramps, maintenance of the water distribution system, sewer lagoon and affluent lines and any other community related amenities of the lands owned in Kootenai County by Lands West Inc. This corporation shall also collect and disburse monthly assessments made to purchasers of lands currently owned by Lands West Inc.

ARTICLE V
NONSTOCK CORPORATION

The corporation shall be nonstock and no dividends or pecuniary profits shall be declared as paid to the members thereof, however, all voting members shall be issued certificates of membership which shall evidence their right to be voting members of CARLIN BAY SERVICES CORPORATION, a Nonprofit Corporation.

ARTICLE VI
DIRECTORS

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 initial Directors are as follows:

Parker A. Hanson, 2710 E. Harrison,
Coeur d'Alene, Idaho, 83814

James P. Gates, 1780 Fowler, Suite A,
Richland, Washington, 99352

Ronald D. Isakson, Route 2, Box 162-A,
Harrison, Idaho, 83833

The Directors shall serve as directors until the first meeting of the Board of Directors of CARLIN BAY SERVICES CORPORATION, a Nonprofit Corporation, at which time directors shall be elected in accordance with the by-laws of the corporation.

ARTICLE VII
ELECTION OF DIRECTORS

The manner in which Directors are to be elected by the members is as set forth in the by-laws.

ARTICLE VIII
CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be President, Vice-President, and Secretary/Treasurer. Principal duties of the President shall be to preside at all meetings

of the members and the Board of Directors, and to have a general supervision of the affairs of the corporation.

The principal duties of the Vice-President shall be to discharge the duties of the president in the event of absence or disability, or for any cause whatsoever, of the President.

The principal duties of the Secretary shall be to affix the seal of the corporation thereto unto such other papers as shall be required and directed to be sealed, and to keep a record of the proceedings of the Board of Directors and to safely and systematically keep all books, papers, records and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

The principal duties of the Treasurer shall be to keep an account of all monies, credits, and profits of any and every nature of the corporation which shall come into its hands and to keep an accurate account of all monies received and disbursed, and the proper vouchers for monies disbursed, and to render such accounts, statements and inventory of monies received and disbursed, and of money and property in hand, and generally of all matters pertaining to this office as shall be required by the Board of Directors in its by-laws.

The Board of Directors may provide for the appointment of such additional officers as they may deem to be in the best interest of the corporation.

Whenever the Board of Directors may so order, any two officers, the duties of which do not conflict, may be held by one person. The officer shall perform such additional different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the by-laws.

ARTICLE IX

ELECTION OF OFFICERS

The officers shall be elected by the directors,
who shall first be elected by the members of the corporation.

ARTICLE X

MEMBERSHIP REQUIREMENTS

The method and conditions on which members shall be
accepted and discharged or expelled shall be as set forth in
the by-laws.

ARTICLE XI

AMENDMENTS

These Articles may be amended in a manner provided
by statute at the time of amendment.

ARTICLE XII

INCORPORATIONS

The names and addresses of the persons forming this
corporation are as follows:

Parker A. Hanson, 2710 E. Harrison,
Coeur d'Alene, Idaho, 83814

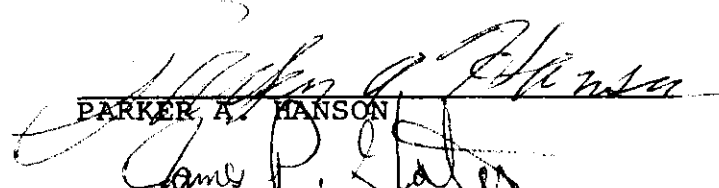
James P. Gates, 1780 Fowler, Suite A,
Richland, Washington, 99352

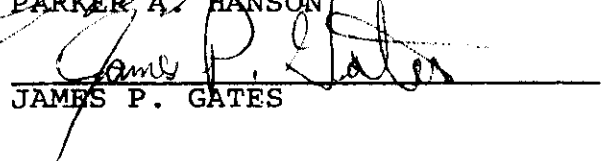
ARTICLE XIII

REGISTERED AGENT

The name and address of the registered agent for
the corporation is as follows: Parker A. Hanson, 2710 E.
Harrison, Coeur d'Alene, Idaho, 83814.

IN WITNESS WHEREOF, the incorporators hereinabove
named have hereunto set their hands in duplicate this 13
day of October, 1980.


PARKER A. HANSON


JAMES P. GATES

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 13 day of October, 1980, personally appeared before me, a Notary Public in and for said State, PARKER A. HANSON, known to me to be the person whose name is subscribed to the within instrument and he acknowledged to me that he has executed the same.

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

Barbara Rothwell Douglas
Notary Public for Idaho
Residing at *Coeur d'Alene*
Commission Expires: *Life*

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 13 day of October, 1980, personally appeared before me, a Notary Public in and for said State, JAMES P. GATES, known to me to be the person whose name is subscribed to the within instrument and he acknowledged to me that he has executed the same.

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

Barbara Rothwell Douglas
Notary Public for Idaho
Residing at *Coeur d'Alene*
Commission Expires: *Life*