

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

**SHORE CLUB LODGE, INC.**

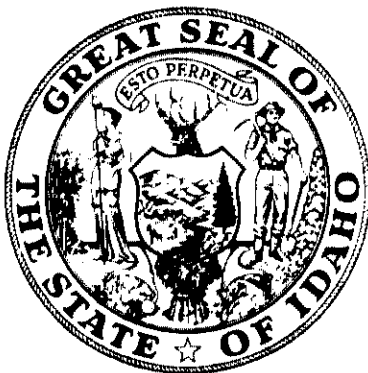
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

**SHORE CLUB LODGE, INC.**

duly signed and verified pursuant to the provisions of the Idaho Business 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated March 15, 19 90



*Pete T. Cenarrusa*

SECRETARY OF STATE

*M. J. Mansman*

Corporation Clerk

ORIGINAL

RESTATED ARTICLES OF INCORPORATION  
OF  
SHORE CLUB LODGE, INC.  
(an Idaho corporation)

Mar 15 3 15 PM '90  
SECRETARY OF STATE

The original Articles of Incorporation of Shore Club Lodge, Inc. as heretofore filed on August 28, 1946, and as heretofore amended on October 15, 1946 and May 26, 1948, were further amended in their entirety (except as to name and perpetual duration) pursuant to the Articles of Merger and accompanying Agreement and Plan of Merger ("Plan of Merger") of SCL Acquisition Corp. into Shore Club Lodge, Inc. filed March 2, 1990. These Restated Articles of Incorporation of Shore Club Lodge, Inc. correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended and supersede the original Articles of Incorporation and all previous amendments thereto. These Restated Articles of Incorporation of Shore Club Lodge, Inc. therefore restate in their entirety the Articles of Incorporation of Shore Club Lodge, Inc.

FIRST

The name of the corporation is **SHORE CLUB LODGE, INC.**

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is the transaction of any and all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock without par value.

FIFTH

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

SIXTH

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute; provided, that no such amendment, alteration, change or repeal of Article Eighth shall be effective except upon

approval by the holders of two-thirds (2/3) of outstanding stock. All rights of stockholders of the corporation are granted subject to this reservation.

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by vote of a majority of shareholders of the corporation's Common Stock.

#### SEVENTH

At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, one vote for each share owned by him. Shareholders have no right to vote their shares cumulatively in the election of directors.

#### EIGHTH

A director of this corporation shall not be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty of this corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 30-1-48, Idaho Code, or (d) for any transaction from which the director derived an improper personal benefit. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, so as amended. Any repeal or modification of this Article Eighth by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

DATED as of the 14<sup>th</sup> day of March, 1990.

SHORE CLUB LODGE, INC.

By

  
Douglas F. Manchester, Vice President  
and Chief Executive Officer

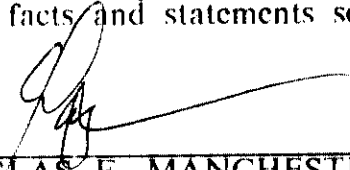
ATTEST:

  
Richard Gibbons, Secretary

STATE OF CALIFORNIA     )  
                                      )SS  
County of San Diego     )

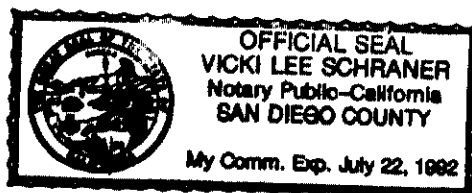
I, DOUGLAS F. MANCHESTER, being first duly sworn on oath, depose and say:

I am the Vice President and Chief Executive Officer of Shore Club Lodge, Inc., that I have read the within and foregoing Restated Articles of Incorporation, that I am familiar with the facts and statements set forth therein, and the same are true as I verily believe.

  
DOUGLAS F. MANCHESTER

STATE OF CALIFORNIA     )  
                                      )SS.  
County of San Diego     )

I, Vicki Lee Schraner, a Notary Public, do hereby certify that on this 14<sup>th</sup> day of March, 1990, personally appeared before me DOUGLAS F. MANCHESTER, who, being by me first duly sworn, declared that he is the Vice President and Chief Executive Officer of SHORE CLUB LODGE, INC., an Idaho corporation, that he signed the foregoing document as Vice President and Chief Executive Officer of the corporation, and that the statements contained therein are true.



Vicki Lee Schraner  
Notary Public for California  
Residing at: Pencho Santa Fe CA  
My Commission Expires: 7-22-92

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3/5/90/s