

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAFF
~~XXXXXXXXXXXXXXXXXXXX~~

I, ARNOLD WILLIAMS, 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

COYNE D'ALME DONES, INC.

was filed in the office of the Secretary of State on the Eleventh day
October A.D. One Thousand Nine Hundred Sixty-six and
~~will be~~ -----microfilm
duly recorded on Film No. _____ 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~~ successors are hereby constituted a corporation, by the name hereinbefore stated, for
Perpetual existence
Post Falls, from the date hereof, with its registered office in this State located at
Kootenai.
in the County of _____

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 11th day of October,
A.D., 19 66.

Secretary of State.

ARTICLES OF INCORPORATION

of

COEUR D' ALENE DOWNS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America in order to form a corporation for the purposes herein stated pursuant to the Business Corporation Act of the State of Idaho do hereby certify:

I.

The name of this corporation is:

COEUR D' ALENE DOWNS, INC.

II.

The purposes for which this corporation is formed are:

(a) To promote and conduct racing, sporting, athletic, amusement, recreational and entertainment events, meets and programs of every kind or nature.

(b) To promote, conduct and carry on race meets of every kind or nature and the business of a race track in all of its phases for racing of (without limitation to) horses, other animals or motor vehicles.

(c) To carry on the business of furnishing amusement, recreation and entertainment in any form or of any nature to the public.

(d) To promote, conduct and hold exhibitions and expositions and other shows of animals, machinery, equipment, agricultural products and other commodities.

(e) To give, contribute and award prizes, cups, stakes and other rewards in connection with race meets, exhibitions, expositions, shows and other events.

(f) To conduct and supervise the use of the pari-mutuel system by which patrons may wager or place bets on the outcome of races conducted by it at any race meet; and to provide a place or places at which such pari-mutuel system may be utilized.

(g) To engage and employ performers and athletes, and athletic, theatrical and musical artists and performers of every nature.

(h) To charge and collect entrance and other fees for attendance at race meets, exhibitions, expositions, shows, entertainments and other activities and businesses conducted by it.

(i) To own, operate, conduct, maintain and carry on a general restaurant and beverage business for the sale and service of food and food products of every kind or nature and of alcoholic and non-alcoholic beverages in every form.

(j) To secure and maintain all licenses required of governing authorities to conduct any business or activity expressly or impliedly included in these purposes.

(k) To acquire, own, hold, lease (either as lessor or as lessee) and develop, improve, sell, exchange or otherwise deal with real property either in or outside of the State of Idaho; and to build, erect, construct, maintain and provide race tracks, grand stands, arenas, stables, paddocks, garages, hangars, sheds, booths, restaurants, refreshment rooms, parks, parking areas and other buildings, improvements and structures of every kind or nature; and to plat, subdivide and generally develop, improve and deal in any real property or improvements thereon.

(l) To engage in a general merchandising business and to acquire, own, hold, sell and generally deal in goods, wares and merchandise of every kind or nature.

(m) To conduct a general farming and livestock business, and to grow, purchase, acquire, store, feed, sell, exchange or otherwise deal in farm products of every kind or nature; and to breed, raise, feed and market animals and livestock of every kind or nature.

(n) To purchase, acquire, own, hold, lease (either as lessor or as lessee), sell, exchange and generally operate and deal in machinery, equipment, livestock, animals and personal property of every type or description and wherever located.

(o) To invest in the capital stock, bonds, debentures or other securities issued by any corporation; and to invest in, or advance or lend money or negotiate loans upon the security of the property, real, personal or mixed, or upon the security of accounts, policies of insurance, capital stock, bonds, debentures, bills of exchange, notes, letters of credit or contractual obligations or upon mortgages, trust deeds, bills of sale, bills of lading, delivery orders, warehouse certificates, dock warrants, pledges or other interests of title to or interest in property, real, personal or mixed, or goods, wares and merchandise whether existing or to come into being in the future; and to do and perform all acts permitted by law for the assignment, transfer, collection or investment thereof.

(p) To borrow money for any purpose of this corporation without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for the moneys so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation or in connection with its business; and to secure payment of such debentures, notes or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this corporation, wheresoever located.

(q) To purchase, hold, sell and transfer the shares of its own capital stock; provided, however, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that the shares of its own capital stock owned by it shall not be voted upon, directly or indirectly.

(r) To acquire and hold all or any part of the capital stock, assets or good will of any business, of any person, firm, association or corporation engaged in any business in whole or in part similar to that of this corporation, and to hold, utilize and in any manner dispose of the whole or any part of the stocks, assets, good will and rights so acquired, and to conduct in any lawful manner, in whole or in part, any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

(s) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory or municipality of the United States or any foreign country, government or body politic.

(t) To adopt, apply for and register, purchase, lease or otherwise acquire, and to use, maintain, protect, and to sell, assign or grant licenses or other rights in respect to any trade marks, trade names, patents, patent rights, copyrights, inventions, formulas, processes and rights analogous thereto.

(u) To carry out all or any part of the foregoing objects or purposes as principal or as agent or otherwise, either alone or as a copartner or joint venturer or in conjunction with any person, association or other corporation; and in carrying on its business and for the purpose of obtaining or furthering any of its objects or purposes, to make and perform such contracts or agreements of any kind and description and do such things and such acts and exercise generally any and all powers of a natural person provided that they are not inconsistent with the objects or purposes of this corporation or the laws of the State of Idaho.

(v) To conduct its business in all or any of its branches in the State of Idaho and in any and all other states, territories, possessions, colonies and dependencies of the United States and in the District of Columbia, and in any or all other foreign countries, and to have one or more offices within or outside of the State of Idaho.

(w) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

III.

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

IV.

The location and post office address of the registered office of this corporation in the State of Idaho shall be at Post Falls, in the County of Kootenai, State of Idaho.

V.

Section 1. This corporation shall be authorized to issue one class of shares of capital stock to be designated "common stock". The total number of shares of common stock which this corporation shall be authorized to issue is 10,000. The common stock which this corporation shall be authorized to issue shall have no par value.

Section 2. No holder of common stock issued by this corporation shall, as such holder, have any pre-emptive right to subscribe to, purchase or acquire additional shares of common stock or shares of any other class of capital stock or any bonds, debentures or other securities issued by this corporation or convertible into stock of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.

Section 3. The common stock of this corporation shall be non-assessable; and the private property of shareholders in this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

VI.

The names and post office addresses of each of the incorporators of this corporation and the number of shares of common stock subscribed by each of those incorporators are as follows:

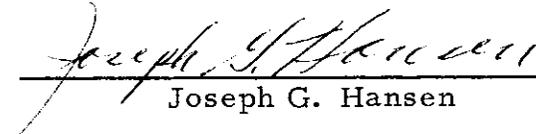
<u>Name</u>	<u>Address</u>	<u>Shares Subscribed</u>
Joseph G. Hansen	RFD No. 1, Wendell, Idaho	One
C. A. Allen	P.O. Box 1617, Boise, Idaho	One
A. J. Wasserman	P.O. Box 1617, Boise, Idaho	One

Each of the persons above enumerated as incorporators is a natural person over the age of twenty-one years, and is a citizen of the United States of America.

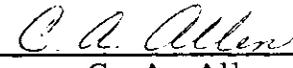
VII.

A member of the Board of Directors of this corporation shall not be required to be a holder of any of the shares of the common stock of this corporation.

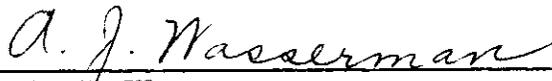
IN WITNESS WHEREOF, for the purposes of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation the 10TH day of October, 1966.



Joseph G. Hansen



C. A. Allen



A. J. Wasserman

