

State of Idaho

Department of State

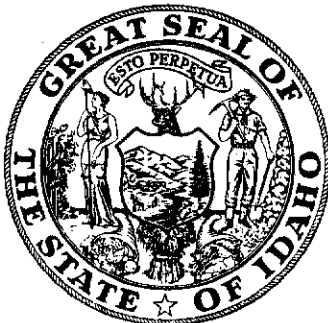
CERTIFICATE OF INCORPORATION OF

V.P. DOCK CORP.
File number C 116871

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 V.P. DOCK CORP. 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 21, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lois Smock*

ARTICLES OF INCORPORATION

OF

V.P. DOCK CORP.

OCT 21 4 07 PM '96

SECRETARY OF STATE
SEP 11 1996

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

Article I
Name

The name of the Corporation is V.P. Dock Corp.

Article II
Nonprofit Status

The Corporation is a nonprofit corporation.

Article III
Period of Duration

The period of duration of the Corporation is perpetual.

Article IV
Registered Office and Agent

The location of the Corporation is in the City of Cascade, County of Valley, State of Idaho. The address of the initial registered office is 55 Vista Point Loop, Cascade, Idaho 83611, and the name of the initial registered agent at this address is Jerry L. Clapp.

Article V
Purposes

The purposes for which the Corporation is organized and will be operated are as follows:

- A. To develop, maintain, insure, and utilize a dock or docks on or near public land adjacent to Cascade Lake in Valley County, Idaho, pursuant to a permit issued by the State of Idaho;
- B. Any and all lawful activity; and

ARTICLES OF INCORPORATION OF
V.P. DOCK CORP. - 1

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- C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property (whether real or personal), or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit or to exercise any power or to do any act that a corporation formed under the Act or any amendment thereto or substitute therefor may not at that time lawfully carry on or do.

Article VI
Limitations

No part of the net earnings or the assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, 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 V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

Article VII
Members

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual or other dues fixed by the Board of Directors.

Article VIII
Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall at all times be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Joe Karpach	64 Ocean Drive Key Largo, Florida 33037
Jerry L. Clapp	55 Vista Point Loop Cascade, Idaho 83611
Rae McDonald	3800 N. Saddleman Place Eagle, Idaho 83619

Article IX Membership Dues

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership, and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time and to make the dues payable at such times or intervals, upon such notice, and by such methods as the Board of Directors may prescribe.

Article IX Distribution on Dissolution

Upon dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the Corporation, shall distribute all the assets of the Corporation consistent with the purposes of the Corporation. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.


Article XI Incorporator

The name and street address of the incorporator are Jerry L. Clapp, 55 Vista Point Loop, Cascade, Idaho 83611.

Article XII Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED This ____ day of October, 1996.



Jerry L. Clapp