

State of Idaho

Department of State

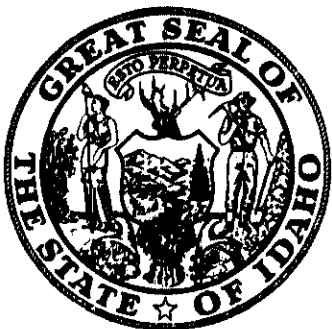
CERTIFICATE OF INCORPORATION OF

ROCKFORD BAY RESORT & MARINA, 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 the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 16, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lynette D. Dunst*

ARTICLES OF INCORPORATION

OF

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SECRETARY OF STATE

ROCKFORD BAY RESORT & MARINA, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation shall be Rockford Bay Resort & Marina, Inc.

II.

The corporation shall exist in perpetuity.

III.

The address of the initial registered office of this corporation in the state of Idaho shall be Sunrise Business Park, East 1420 Third Avenue, Post Falls, Idaho 83854, and the name of the initial registered agent at that address shall be Lawrence A. Hyatt.

IV.

The purposes for which this corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V.

The business of this corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be two, and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Lawrence A. Hyatt	Sunrise Business Park East 1420 Third Avenue Post Falls, ID 83854
Geraldine A. Hyatt	Sunrise Business Park East 1420 Third Avenue Post Falls, ID 83854

VI.

The aggregate number of shares which this corporation shall have authority to issue shall be 1,000,000 shares of nonassessable, common stock having a par value of one cent per share.

VII.

To the fullest extent permitted by law, this corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.


No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except: For any breach of the director's duty of loyalty to the corporation or its stockholders; for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in Section 30-1-48, Idaho Code; or for any transaction from which the director derives an improper personal benefit.

VIII.

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Jon S. Gorski	P. O. Box 829 Boise, ID 83701

IN WITNESS WHEREOF, I have hereunto set my hand this
9th day of March, 1994.



Jon S. Gorski

BHB/26181