



Department of State.

CERTIFICATE OF INCORPORATION

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

MOUNTAINEERS RECREATION, INC.

was filed in the office of the Secretary of State on the **Twenty-first** day
of **February** A.D. One Thousand Nine Hundred **Sixty-six**
/ **will be** duly recorded on ~~Film No.~~ **microfilm** 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 are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Cascade,** in the County of **Valley.**

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 **21st** day of **February**,
A.D., 19 **66**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
MOUNTAINAIRE RECREATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are of full age and citizens of the United States of America, have this day voluntarily associated ourselves together and do hereby and by these Articles of Incorporation unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purpose hereinafter stated:

I.

The name of this corporation shall be:
MOUNTAINAIRE RECREATION, INC.

II.

The term for which this corporation shall exist shall be in perpetuity.

III.

The location of the registered office and post office address of the corporation shall be Cascade, Idaho.

IV.

The object and purposes for which this corporation is formed shall be and are:

(a) To purchase, acquire, own, lease (either as lessor or as lessee), sell, dispose of and deal in real estate and real and personal property of every type or description; and to develop any real estate acquired by or

in which this corporation is interested, and to subdivide and to lay out real estate in tracts, blocks, lots or other subdivisions for development and for resale, and to plat subdivided areas, and to dedicate streets, alleys and other public areas; and to construct, alter, repair, decorate, maintain, furnish and improve buildings and structures thereon; and to equip, improve and generally operate any and all real estate or personal property in which this corporation has an interest.

(b) To acquire, own and/or operate any type of mercantile business or establishment and to manufacture, produce, purchase, acquire, sell, exchange and generally deal in all types of goods, wares and merchandise and property of every kind or description.

(c) To acquire, own and/or operate hotels, restaurants, taverns, motels, trailer parks and generally places of business where lodging is provided and food and drinks are prepared, sold and dispensed.

(d) To construct, maintain and operate boating and marina facilities of every kind or nature.

(e) To apply for, acquire, hold, own, purchase, sell or transfer any and all licenses, permits, certificates, franchises and authority necessary or useful in the conduct of its business.

(f) To acquire, hold, sell, transfer, dispose of or otherwise deal in the assets or good will of any business of the nature authorized by the objects or purposes of this corporation; and to hold, utilize and in any manner dispose of the whole or any part of the assets, good will and rights so acquired; and to conduct in whole or in part any business so acquired; and to undertake or assume the whole or any part.

of the liabilities or obligations of any person, firm, association or corporation from whom a business is so acquired.

(g) To purchase, acquire, subscribe for, hold, transfer or otherwise deal in shares of capital stock, bonds, debentures, notes, evidences of indebtedness, coupons or other securities of any corporation or any governmental body or authority; and with respect to any such securities, to exercise any and all rights and privileges of ownership thereof; and with respect to any such securities, to act as investment broker, agent or principal.

(h) To borrow and lend money and contract debts, when considered necessary or desirable for the transaction of the business of this corporation or for the exercise of the corporate rights, privileges or franchise, or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and other evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful object; and to issue, sell, and dispose of certificates or investment or participation certificates, to the extent permitted by law.

(i) To enter into, make, perform and carry out contracts and agreements of every kind and nature which may be necessary or desirable for the furtherance of the business of this corporation, with any person, firm, corporation, association, governmental body or body politic,

wherever located.

(j) To conduct the business of this corporation at any place or places within the State of Idaho, or in any other state or territory of the United States, or in any foreign country, and to have one or more offices within or outside of the State of Idaho.

This corporation may engage in any lawful activity. The purposes as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from any other clause or paragraph of these Articles of Incorporation; and the purposes and powers specified in each of the clauses or paragraphs of these Articles of Incorporation shall be regarded as independent objects, purposes and powers; and the enumeration thereof shall not be held to limit or restrain in any manner the general powers and the general purposes now or hereafter conferred on this corporation by the applicable statutes of the State of Idaho.

V.

Section 1: The business of this corporation shall be managed and conducted by a Board of not less than three (3) nor more than seven (7) Directors as may be set forth in the By-Laws.

Section 2: The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated or at such other place, within or without the State of Idaho, as may be designated by resolution of the Board of Directors.

Section 3: The Board of Directors shall, in addition to their other powers, have the power to repeal and amend the By-Laws of the corporation and to adopt new By-Laws.

.VI.

This corporation is authorized to issue one class of shares of capital stock which shall be designated "common stock," and which shall not be subject to assessment. The total number of shares of common stock which this corporation shall be authorized to issue is 100,000 shares, which shares shall have a par value of \$1.00, making the total authorized capital stock \$100,000.00.

VII.

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>NO. SHARES</u>
EARL C. HAWLEY	900 Day Drive Boise, Idaho	1 share
ADELAIDE B. HAWLEY	900 Day Drive Boise, Idaho	1 share
GORDON E. HAWLEY	900 Day Drive Boise, Idaho	1 share

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 15th day of February, 1966.

Earl C. Hawley

Adelaide B. Hawley

Gordon E. Hawley

STATE OF IDAHO)
 : ss.
County of Ada)

On this 15th day of February, 1966, before me,
the undersigned, personally appeared EARL C. HAWLEY,
ADELAIDE B. HAWLEY and GORDON E. HAWLEY, known to me to
be the persons whose names are subscribed to the within
instrument, and acknowledged to me that they executed the
same.

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



Notary Public for Idaho
Residing at Boise, Idaho.