

CERTIFICATE OF INCORPORATION
OF

HARBOR MARINA AND VILLAGE, INC.

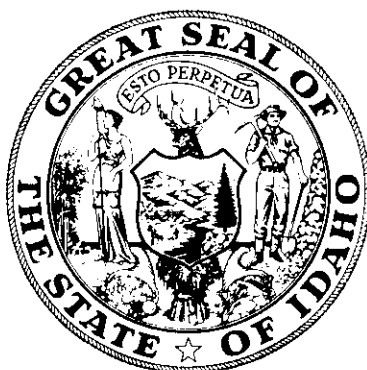
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

HARBOR MARINA AND VILLAGE, INC.

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: December 13, 1982.



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Merri F. Artach*

1 ARTICLES OF INCORPORATION
2 OF
3 HARBOR MARINA AND VILLAGE, INC.
4

5 The undersigned, acting as incorporators of a corporation
6 under the Idaho Business Corporation Act, adopt the following
7 Articles of Incorporation for such corporation:

8 Article I

9 NAME. The name of the corporation is HARBOR MARINA AND
10 VILLAGE, INC..

11 Article II

12 DURATION. The period of its duration is perpetual.

13 Article III

14 PURPOSE. The purpose for which the corporation is
15 organized is:

16 1. To acquire by purchase, lease or otherwise, lands and
17 interests in lands and to own, hold, improve, develop and manage any
18 real estate so acquired or to erect or cause to be erected on any
19 lands owned, held or occupied by the corporation buildings or other
20 structures, with their appurtenances, and to manage, operate, lease
21 or sell such buildings or structures now or hereafter erected.

22 2. To construct and own docks, piers and related fac-
23 ilities.

24 3. To engage in the business of retail and wholesale sales
25 of marine and other products; to own, operate and manage restaurants
26 and bar facilities; marine repair facilities and related facilities
27 and activities; to have and to exercise all of the powers now or
28 hereafter conferred by the State of Idaho upon corporations organized
29 pursuant to the laws of the State of Idaho, and any and all acts
30 amendatory thereof or supplemental thereto.

31 Article IV

32 STOCK. There shall be one class of stock. The aggregate
number of shares which the corporation shall have authority to issue
is 100 shares of stock with no par value.

Article V

PREEMPTIVE RIGHTS. Provisions denying preemptive rights
are: none.

Article VI

INTERNAL AFFAIRS. Provisions for the regulation of the
internal affairs of the corporation are: none.

Article VII

REGISTERED OFFICE AND REGISTERED AGENT. The address of
the initial registered office of the corporation is 9th and Dearborn
Streets, P. O. Box 640, Caldwell, Idaho 83605, and the name of its

1 initial registered agent at such address is Gerald L. Weston,
2 Attorney at Law.

3 Article VIII

4 DIRECTORS. The number of directors constituting the
5 initial board of directors of the corporation is two (2), and the
6 names and addresses of the persons who are to serve as directors until
the first annual meeting of shareholders or until their successors
are elected and shall qualify are:

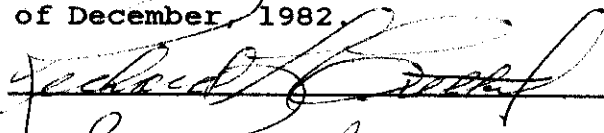
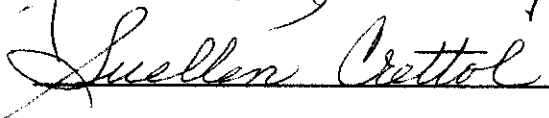
<u>NAME</u>	<u>ADDRESS</u>
Richard L. Crettol	621 Alaska Avenue Caldwell, Idaho 83605
Suellen Crettol	621 Alaska Avenue Caldwell, Idaho 83605

11 Article IX

12 INCORPORATORS. The name and address of each incorporator
13 is:

<u>NAME</u>	<u>ADDRESS</u>
Richard L. Crettol	621 Alaska Avenue Caldwell, Idaho 83605
Suellen Crettol	621 Alaska Avenue Caldwell, Idaho 83605

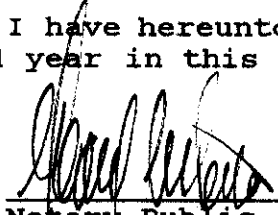
17 Dated this 7th day of December, 1982.

18 
19 _____
20 

21 STATE OF IDAHO)
22) ss.
23 County of Canyon)

24 On this 7th day of December, 1982, before me, the
undersigned, a Notary Public in and for said State, personally
appeared RICHARD L. CRETTOL and SUELLEN CRETTOL, husband and wife,
25 known to me to be the persons whose names are subscribed to the within
instrument, and acknowledged to me that they had executed the same.

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

28 
29 _____
30 Notary Public for Idaho
31 Residing at Caldwell, Idaho
32