

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

STEAMBOAT BAY ADDITION, INC.

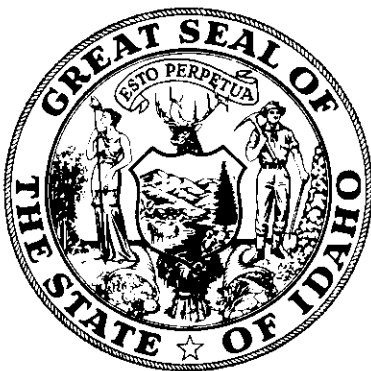
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

STEAMBOAT BAY ADDITION, INC.

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 November 26, 19 82.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
STEAMBOAT BAY ADDITION, INC.

Know all men by these presents, that we, the undersigned, being citizens of the United States of America and all of legal age, do and have this day voluntarily associated ourselves together for the purpose of forming a non-profit cooperative corporation under the provisions of Chapter 10, Title 30, Idaho Code, of the laws of the State of Idaho, and do hereby Certify:

ARTICLE 1.

The name of this corporation shall be;  
STEAMBOAT BAY ADDITION, INC.

ARTICLE II

The objectives and purposes for which this corporation is formed are as follows:

To buy, sell, lease, acquire, own, maintain and improve Real and personal property for the mutual use, enjoyment and benefit of the members hereof:

To build, own maintain, buy and sell a water system to distribute water as a non-profit venture to the members hereof and, under certain conditions, to non-members:

To build, own, maintain, buy and sell boat docks and moorage for the benefit and use of the members here-of and under certain conditions to non-members.

To borrow money when necessary:

To Pledge, mortgage or secure property of said corporation as security for the payment of any money borrowed for the use and benefit of this corporation:

To exercise without limitations all the powers granted by the laws of the State of Idaho unto a corporation of this character and to do everything necessary and suitable and useful for the accomplishment of any one or more of the objectives herein stated or which shall at any time appear to be conducive to or expedient

for the benefit of this corporation:

To limit the number of members of this corporation by proper by-laws and to set forth and determine the qualifications of membership:

To hire and employ personnel and pay therunto salaries or wages for work performed in the furtherance of the purposes and intents of this corporation; and

To enter into leases, contracts and agreements with any individual, corporation, association or partnership to carry out the purposes and interests of this corporation.

#### ARTICLE III.

The registered head office and place of business and post office address of this corporation shall be:

Star Route, Rockford Bay, Coeur d'Alene, Kootenai County,  
Idaho *4A Harold J. Gimes*  
*40 3239 - 8th Street Lewiston, Idaho 83501* *2/8/84*  
ARTICLE IV. *as per Mr. Gimes letter attached*

The term for which this corporation shall exist shall be perpetual after this incorporation...

#### ARTICLE V.

There is to be no capital stock or shares of stock issued by this corporation and pecuniary gain or profit is not an objective of this corporation. It is further certified that no officer, member or representative of this corporation shall be entitled to any remuneration by virtue of being an officer, member, or director of this corporation except and as provided that said person did labor for and on behalf of the said corporation which would require the employment of individuals at an hourly wage to perform the same service..

#### ARTICLE VI.

The members of this corporation shall be the directors hereinafter named and such other persons, individuals, firms, partnerships or corporations subscribing to these articles, aiding the corporation or contributing to its funds and accepting its articles and by laws and all lawful regulations adopted. All members shall have and retain one vote only and no membership in this corporation can be sold, assigned or transferred. The rights and interests of all members shall be equal.

#### ARTICLE VII.

In lieu of issuing stock, there shall be issued unto the subscribing members hereunder, certificates of membership, which certificates shall be non-transferable, non-assignable and non-assessable.

#### ARTICLE VIII.

The by laws of this corporation may, in addition to other provisions, provide for the number and qualification of members, the terms and conditions of admission, the time, mode, conditions and effect of expulsion or withdrawal from and restoration to membership, admission fees, monthly charges and dues, and for reimbursement for services rendered to and expenses incurred on behalf of the corporation by any member or officer of the corporation, and such other rules and regulations as are not repugnant to the laws of the State of Idaho.

#### ARTICLES IX.

All members shall be directors of this corporation, and the names and addresses of the persons who shall act in that capacity until the election of their successors are as follows:

Theodore W. Mathews<sup>TM</sup>

Murray Madeen

Harold J. Grimes

Charmaine Repick

James R. Barber

Leonard C. Smoke

Vina R. Zeuge

E. 11318 9th St., Spokane, Wash. 99206

DHAHRAN, Saudi Arabia (ARAMCO Box 9655

3239 8th St. Lewiston, Idaho 83501

1776 Orinda Ct., Thousand Oaks, Cal 91362

W 2304 Rockwell Spokane, Wash. 99205

921 Frazier Dr. Walla Walla, Wash.

615 Front St. Couer d'Alene, Idaho


#### ARTICLE X.

In the event of the dissolution of this corporation, all of the assets, properties and moneys thereof or thereunto belonging shall be distributed to such charity or charities as may be recognized under Section 170 of the United States Internal Revenue Code, the particular charity or charities to be determined by a majority vote of the members of the corporation at a meeting called for that purpose..

#### ARTICLE XI

These articles and the by laws of the corporation may be amended in the manner set forth and provided in the by laws for such amendment.

IN WITNESS WHEREOF, the persons who are to act in the capacity of directors of this corporation have, as incorporators, hereunto set their hands this 16th day of August, 1982

  
Charmaine Repick  
James R. Barber  
Harold J. Grimes  
Leonard C. Smoke  
Vina R. Zeuge  
Theodore W. Mathews  
Murray Madeen