



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

RUPERT COUNTRY CLUB, INC.

was filed in the office of the Secretary of State on the **28th** day of **May** A. D. One Thousand Nine Hundred **Fifty-eight** and is duly recorded on Film No. **102** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **fifty years** from the date hereof, with its registered office in this State located at **Rupert** in the County of **Minidoka** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

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 **28th** day of **May**, A.D., 19**58**.

Secretary of State.

Religious, Ex-Service Men, Benevolent, Charitable or Fraternal Organization

ARTICLES OF INCORPORATION

OF

RUPERT COUNTRY CLUB, INC.

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all full-age citizens of the United States,
Be it known that we, the undersigned, /have this day associated ourselves together for the purpose of incorporating under Title 30, Chapter 11, of Idaho Code Annotated, a non-profit corporation to be known as RUPERT COUNTRY CLUB, INC.

AND WE DO HEREBY CERTIFY:

- I -

NAME.

That the name of this corporation shall be RUPERT COUNTRY CLUB, INC.

- II -

PURPOSE OF INCORPORATION.

1. To operate and maintain, for the convenience and enjoyment of its members, a country club, with its attendant facilities for hunting, fishing, golf, tennis, horseback riding, and any and all other forms of recreation which may be the pleasure of its members in their hours of relaxation.

2. To construct and operate golf courses, tennis courts, ball grounds, bridle paths, bath houses, lunch houses and restaurants, hunting and fishing accommodations, dance halls, club houses and any and all other buildings and facilities which may be necessary or convenient for or promotive of the general objects and purposes of this corporation.

3. To receive, own, buy, sell, hold, convey, dispose of, mortgage, pledge and lease real and personal property; to dispose of, sell, hold, convey, transfer and mortgage any rights, privileges, franchises or interests in or to the real and personal property of this corporation; to borrow and lend money for any purposes of this corporation, and to make, execute, issue and deliver therefor notes, bonds, debentures or evidence of indebtedness of

any kind whatsoever and to secure the payment of the same by mortgage, pledge or otherwise, upon any and all property, real and personal, owned by this corporation.

4. To sue and be sued.

5. To charge such fees to the public, non-members or guests for the use and enjoyment of the grounds and property of this corporation, as the Board of Directors shall see fit, all funds so raised to be used for the improvement and beautification of the grounds and facilities under the supervision and control of this corporation.

6. To do any and all other acts as may be necessary, suitable, convenient or expedient to accomplish the purposes of this corporation, or for the protection, extension, development or benefit of this corporation, or any of its property.

- III -

LOCATION AND POST OFFICE ADDRESS.

That the location and post office address of this corporation and the place where its business is to be transacted is the City of Rupert, Idaho; that the place where the said country club will be located is in Minidoka County, Idaho.

- IV -

MEMBERSHIPS.

That this corporation shall have no capital stock, but shall issue a membership certificate to each of its members.

- V -

TERM OF EXISTENCE.

That the term of existence of this corporation shall be FIFTY (50) years from and after the date of its incorporation.

- VI -

DIRECTORS.

That the management and control of said corporation shall be vested in a Board of Directors composed of seven members, and three members of the first Board of Directors shall be elected for one-year, two members for two years and two members for three

years, and thereafter at each regular annual meeting of the members for the election of Directors, members of said Board whose terms expire shall be elected for three years. That there shall at all times be on said Board of Directors five members from Rupert and its vicinity, and ^{there may be} two members at large from the surrounding territory. The duties of said directors shall be as prescribed by the by-laws of this corporation.

- VII -

FUNDS.

That this corporation is not organized for pecuniary profit and no dividends shall ever be paid, and any funds received by the corporation over and above expenses of operation, shall be applied to the operation and improvement, betterment, beautifying and enlargement of the club grounds and property.

- VIII -

MANAGER.

That the Board of Directors of this corporation, may if it desire, employ a manager, whose powers and duties shall be defined and prescribed by the by-laws of this corporation.

- IX -

ELECTION OF PRESENT GOVERNING BOARD.

That certain persons have heretofore associated themselves together, and there now exists such association, known as Rupert Country Club; that said association was formed for the purposes set forth in these Articles of Incorporation; that at a regularly called meeting of the members of said association held on Monday May 26, 1958, in Rupert, Idaho, an election was held at which was elected a Board of Directors of this corporation; that a majority of the members of said association was present at said meeting and voted at said election; that notice of the time and place of holding said election was published in the Minidoka County News a newspaper published twice weekly in Rupert, Idaho, on Thursday, May 15, 1958, and on Thursday, May 22, 1958, and said notice was posted in the manner provided by law; that the names of the directors

elected at said election, and their respective addresses and terms are as follows:

- 1 Rolland Jones, Rupert, Idaho, for 1-year term;
- 2 Donald R. Toolson, Rupert, Idaho, for 1-year term;
Vice-President
- 3 Francis L. Schmidt, Rupert, Idaho, for 1-year term;
- 4 Wendell Johnson, Rupert, Idaho, for 2-year term;
- 5 Robert Reed, Rupert, Idaho, for 2-year term;
Secretary & Treasurer
- 6 Charles H. Creason, Rupert, Idaho, for 3-year term;
- 7 Larry H. Robinson, Rupert, Idaho, for 3-year term;
President

- X -

RESOLUTION TO INCORPORATE.

That at said meeting on May 26, 1958, a resolution was duly adopted by the members of said association there present, that all of the above-named directors, Rolland Jones, Donald L. Toolson, Francis L. Schmidt, Wendell Johnson, Robert Reed, Charles H. Creason, Larry H. Robinson,

proceed to incorporate said association as Rupert Country Club, Inc., under Title 30, Chapter 11, Idaho Code Annotated, relating to the incorporation of social corporations.

IN WITNESS WHEREOF, The above-named incorporators have hereunto set their hand this 26th day of May, 1958.

Charles H. Creason
Rolland Jones
STATE OF IDAHO)
County of Minidoka) ss.

ACKNOWLEDGMENT

Wendell Johnson
Rolland Jones
Donald R. Toolson
Larry H. Robinson
Francis L. Schmidt

On this 26th day of May, 1958, before me, the undersigned a Notary Public in and for said State, personally appeared Rolland Jones, Donald L. Toolson, Francis L. Schmidt, Wendell Johnson, Robert Reed, Charles H. Creason, Larry H. Robinson,

known to me to be members of the above named association and of its governing board, whose names are subscribed to the foregoing instrument, and acknowledged to me that they and each of them executed the same.

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



Notary Public Residing at
Rupert, Idaho.

CERTIFICATE

I, Robert Reed, the duly elected, qualified and acting Secretary of the Rupert Country Club, Inc., do hereby certify that the foregoing Articles of Incorporation is a true and correct copy of the Articles of Incorporation of Rupert Country Club, Inc., which Articles of Incorporation were duly approved and adopted at a regular meeting of said association held in Rupert, Idaho, on May 26, 1958; and I further certify that notice of said meeting was duly published and posted and that a majority of the members of said Association was present at said meeting and voted at the election of its officers.

DATED this 26th day of May, 1958.



Secretary.