



CERTIFICATE OF INCORPORATION
OF

SANDPOINT SAILING ASSOCIATION, INC.

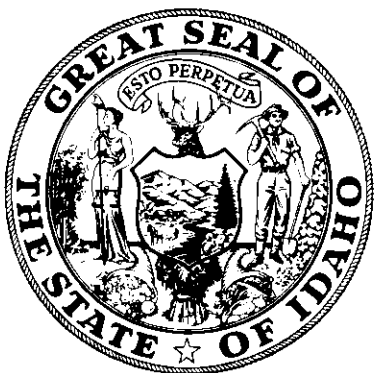
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SANDPOINT SAILING ASSOCIATION, 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 _____ January 27, 19 86 .



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
SANDPOINT SAILING ASSOCIATION, INC.
A Nonprofit Corporation

KNOW ALL MEN BY THESE PRESENTS, that we the undersigned being of full legal age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and hereby adopt Articles of Incorporation as follows:

I

The name of the corporation shall be SANDPOINT SAILING ASSOCIATION, INC.

II

The corporation is a nonprofit corporation, no part of the income of which shall be distributable to its members, directors or officers.

III

The duration of the corporation shall be perpetual.

IV

The purpose of the corporation shall be the furtherance of sailing as a social, athletic, aesthetic and civic endeavor.

V

The corporation shall have members whose membership rights shall be evidenced by a membership roster and which shall be defined by these Articles, the Bylaws of the corporation and such additional rules and regulations as may be prescribed in accordance with these Articles or the Bylaws.

VI

Each member shall be entitled to one vote on each matter submitted to a vote at any meeting of the members. Each member may vote in person or by proxy executed in writing by the

ROGER M. HANLON
Attorney at Law

1st & Main -- P.O. Box 1061
Sandpoint, Idaho 83864
Tel. (208) 263-6828

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member.

VII

The internal affairs of the corporation shall be regulated by these Articles and such Bylaws as may be adopted by the members of the corporation.

VIII

The initial registered office of the corporation shall be at 301 1/2 North First Avenue, Sandpoint, Idaho, and the initial registered agent shall be Roger M. Hanlon.

IX

The corporation shall be managed by a board of directors. The initial board of directors shall consist of three individuals. The minimum number of directors shall always be three but may be increased as provided in the Bylaws. the initial board of directors shall be:

Keith Scheckler
1850 Lakeshore Dr.
Sagle, ID 83860

Marc DeLavergne
815 Poplar
Sandpoint, ID 83864

Dave Cox
405 Church Street
Sandpoint, ID 83864

X

The incorporators are:

Keith Scheckler
1850 Lakeshore Dr.
Sagle, ID 83860

Marc DeLavergne
815 Poplar
Sandpoint, ID 83864

Dave Cox
405 Church Street
Sandpoint, ID 83864

XI

The Board of Directors shall have the power to levy assessments upon all members in the manner and subject to the limitations provided by the Bylaws.

DATED this ____ day of January, 1986.

Keith Scheckler
Keith Scheckler

Marc J. DeLaVergne
Marc DeLaVergne

Dave Cox
Dave Cox

STATE OF IDAHO)
) ss.
County of Bonner)

On this 22nd day of January, 1986, before me a Notary Public, in and for said State, personally appeared KEITH SCHECKLER, MARC DeLAVERGNE and DAVE COX, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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

[Signature]
Notary Public-State of Idaho
Residing at Sandpoint