

Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAFF
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

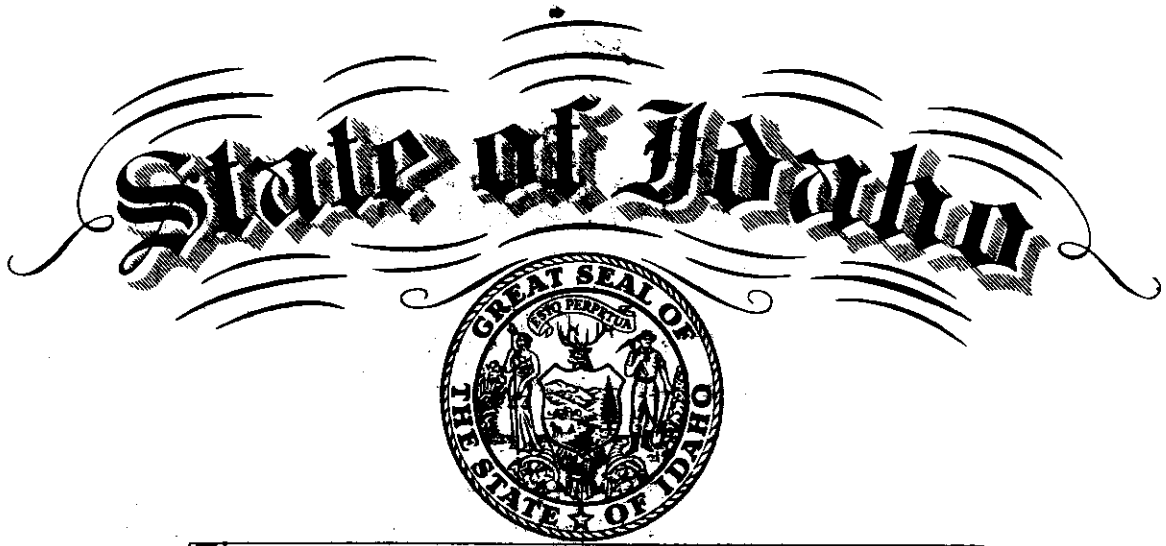
PIONEER FOUNDATION OF LEARNING, Inc.

was filed in the office of the Secretary of State on the **Twenty-sixth** day
September A.D. One Thousand Nine Hundred **Sixty-six** and
of **will be** **microfilm**
duly recorded on Film No. 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
Idaho Falls, in the County of **Bonneville.**

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 **26th** day of **September**,
A.D., 19^{**66**}.

Secretary of State.



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP
////////////////////

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

FLATIRON GOLF COURSE, INC.

was filed in the office of the Secretary of State on the **Twenty-seventh** day
September **Sixty-six**
will be A.D. One Thousand Nine Hundred and
XXXXXX microfilm
duly recorded on Film No. 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**

Boise, from the date hereof, with its registered office in this State located at **Ada.**
in the County of

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,
27th **September**
this **66** day of
A.D., 19

Secretary of State.

ARTICLES OF INCORPORATION
of
PIONEER FOUNDATION OF LEARNING, Inc.

•
+++

WE, the undersigned, in order to form a corporation for the purposes hereinafter stated, under, and pursuant to, the provisions of Chapter I, Title 30, Idaho Code, do hereby certify as follows:

I.

The name of the corporation is PIONEER FOUNDATION OF LEARNING, Inc.

II.

The location of the registered office of the corporation, together with the post-office address thereof, is 360 "A" Street, Idaho Falls, Bonneville County, Idaho.

III.

The nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted, or carried on by it, are as follows, to-wit:

To foster the free exchange of ideas and to promote educational facilities of every kind; to print, publish, edit, buy, sell, deal in, and distribute books, magazines, pamphlets, tracts, pictures, slides, and all forms and methods of communication of ideas, either on a wholesale or retail basis; to encourage travel, and to operate, maintain, and license travel agencies; to act as agents for all modes and means of transportation; to license, operate, maintain, and supervise clubs, forums, panels, and speakers' bureaus and all other types of organizations formed for the mutual exchange of ideas; to engage in philanthropic activities of every kind and nature.

To buy, sell, trade, manufacture, deal in and deal with goods, wares and merchandise of every kind and nature and to carry on the business as wholesalers and retailers of the same.

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of, or turn to account or deal with, real and personal property wherever situate.

To purchase, hold, sell and reissue the shares of its own capital stock.

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly to promote

ARTICLES OF INCORPORATION
OF
PLANTATION GOLF COURSE, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being citizens of the United States, and being of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho and for that purpose we do hereby certify as follows:

I.

That the name of this corporation shall be PLANTATION GOLF COURSE, INC.

II.

That the term of the corporate existence of this corporation shall be perpetual.

III.

That the registered office of this corporation and the principal place for the transaction of its business is hereby designated as Boise, Ada County, State of Idaho.

IV.

The objects and purposes for which this corporation is formed are, as principal, agent or otherwise, to do in the State of Idaho and any other state, territory or country, any and every of the things herein set

forth to the same extent as natural persons might or could do, in furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, and we do hereby expressly provide that the corporation shall have power:

(a) To own, manage, operate or lease a golf course business;

(b) To take, hold, lease, mortgage, own, purchase or acquire, by operation of law or otherwise, real property or any interest therein or appurtenant thereto, of any kind or character whatsoever, and any part thereof, and to engage in any and all undertakings and business necessary and proper to the improvement and betterment of any of the real property and appurtenances thereto owned or to be acquired by said corporation, or in any lands in which said corporation may have any interest, and to handle and deal in any lands of said corporation in any manner it may desire wherever situated or located;

(c) To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation;

(d) To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal property of every kind and character, debts, dues and demands, or choses in action, and each and every kind of

the interests of the corporation or to enhance the value of its property, and to have and to exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the act pursuant to and under which this corporation is formed.

IV.

The corporation shall have perpetual existence.

V.

The management of this corporation shall be vested in a board of not less than three nor more than five directors, as may be fixed by the by-laws. The directors shall be elected at the annual meeting of the stockholders, to be held at the general office of the corporation in the City of Idaho Falls, Idaho, on the date specified in the by-laws or on the date provided by law, and until such election the directors of said corporation shall be the undersigned, J. Stanley Schoenfeld, J. Edwin Strobel, and Boyd R. Thomas.

The right and power is conferred upon the board of directors, by majority vote, to repeal and amend the by-laws of the corporation and to adopt new by-laws.

Any director of the corporation may be removed at any time either with or without cause, by the vote of a majority of a quorum of directors present at a meeting of the board called for that purpose.

VI.

The amount of the capital stock shall be \$5,000.00, divided into 5000 shares, of the par value of One Dollar (\$1.00) per share, to be held, sold, and paid for at such time and in such manner as the board of directors may from time to time determine. All stock shall be issued fully paid and non-assessable.

VII.

This corporation shall have power to acquire the stock in trade, good will, franchises, and property of any person, partnership, or corporation engaged in business similar to that for which this corporation is formed and shall have the power to pay for the same in cash or in the stock and bonds of this corporation.

VIII.

The name and post office address of each subscriber of this certificate of incorporation, and the number of shares of stock which each agrees to take, are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
J. Stanley Schoenfeld	Salt Lake City, Utah	1
J. Edwin Strobel	Idaho Falls, Idaho	1
Boyd R. Thomas	Box 891 Idaho Falls, Idaho	1

All of the above named subscribers are of full age and are citizens of the United States of America.

IN WITNESS WHEREOF, We have hereunto set out hands this 17th day of June, 1966.

J. Stanley Schoenfeld
J. Edwin Strobel
Boyd R. Thomas

STATE OF IDAHO)
County of Bonneville) ss

On this 2d day of Sept., 1966, before me, the undersigned, a Notary Public for Idaho, personally appeared J. Edwin Strobel and Boyd R. Thomas, known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

WITNESS My hand and seal the day and year above written.

(SEAL)

Stanley G. Maynard
NOTARY PUBLIC FOR IDAHO
Residing at Idaho Falls, Ida
My Commission Expires January 31, 1970
Residence: Idaho, U.S.A. Idaho

STATE OF UTAH)
County of Salt Lake) ss

On this 17th day of June, 1966, before me, the undersigned, a Notary Public for Idaho, personally appeared J. Stanley Schoenfeld, known to me to be the person whose name is subscribed to the above and foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

WITNESS my hand and seal the day and year above written.

(SEAL)

Helen Browne
Notary Public for Utah
Residing at Magna, Utah

personal property, evidences of debts, bonds, stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business or otherwise, including the purchase and sale of its own common stock which has theretofore been issued to a stockholder;

(e) To borrow and lend money from and to any person, firm, association, and to make, take and execute notes, mortgages, bonds, deeds of trust, debenture bonds or other evidences of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation or otherwise;

(f) To own, hold, lease or sublet, or to conduct on its own account or for any person, firm, association or corporation, all and every kind of merchandise, business or pursuit, necessary or proper to carry on an account of the business of said corporation;

(g) To build any and all necessary buildings of any kind or character and at any place proper or convenient to carry on any or all of the business of said corporation;

(h) In addition to said foregoing powers, to also have all authority, powers and rights granted by the laws of the State of Idaho and any amendments thereof;

(i) To do and perform every act and thing necessary to carry out the above-enumerated purposes, or which may be calculated, directly or indirectly, to advance the interests of the company, or to enhance the value of its stock, holdings and property of every kind and character.

V.

The number of directors of this corporation shall not be less than three nor more than seven; provided, however, the number of directors shall be fixed by the shareholders at any annual meeting thereof.

VI.

The total number of shares of stock which the corporation shall have authority to issue shall be fifty thousand (50,000) shares of common stock of the par value of One Dollars (\$1.00) per share, for a total capitalization of Fifty Thousand Dollars (\$50,000.00). Each share of common stock shall have the same rights, privileges and voting powers, and the same shall be fully paid and non-assessable.

VII.

The amount of common stock actually subscribed for is three (3) shares by the persons whose names, residences and amounts subscribed are herein set forth:

<u>Name</u>	<u>Address</u>	<u>Shares Subscribed</u>
B. D. Smith	P.O. Box 1617, Boise, Idaho	One
A. J. Wasserman	P.O. Box 1617, Boise, Idaho	One
S. J. Rise	P.O. Box 1617, Boise, Idaho	One

VIII.

The private property of the shareholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever.

IX.

The corporation reserves the right to amend, endorse, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the shareholders represented in person or by proxy at any annual meeting of the shareholders or at any special meeting duly called for that purpose, excepting only where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 27th day of September, 1966.

B. D. Smith
B. D. SMITH

A. J. Wasserman
A. J. WASSERMAN

S. J. Rise
S. J. RISE

County of Ada

and acknowledged to me that they executed the same.

written.

Residing at Boise, Idaho