

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

SHOSHONE GOLF & TENNIS CLUB, INC.

was filed in the office of the Secretary of State on the 2nd day of October A. D. One Thousand Nine Hundred Seventy-eight and will be is duly recorded on Film No. microfilm 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 and Sections 30-1001 to 30-1005, inclusive, 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 Wallace, Idaho in the County of Shoshone and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, 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 2nd day of October A.D., 1978 .

Secretary of State.

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION

FOR

SHOSHONE GOLF & TENNIS CLUB, INC.

We, the undersigned, all of whom are residents of the County of Shoshone, State of Idaho, acting for ourselves as individuals, hereby associate for the purpose of organizing and incorporating a non-profit corporation pursuant to Sections 15, 16, 17, 18, 19 and 20 of Chapter 308, 1978 Session Laws of the State of Idaho, and to that end we hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of this corporation shall be SHOSHONE GOLF & TENNIS CLUB, INC.

ARTICLE TWO

PURPOSES

The purpose for which the corporation is to be formed shall be:

2.1 To be a non-profit corporation, pecuniary profit not being the objective of this organization.

2.2 To operate primarily in Shoshone County, Idaho, exclusively for fraternal, benevolent, charitable, or educational purposes, including but not limited to making gifts and contributions to one or more organizations (other than organizations testing for public safety) described in Section 501(c)(3) of the Internal Revenue Code, which read as follows:

"Corporations, and any community chest, fund, or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or for the

prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office."

2.3 To acquire, develop, maintain and expand facilities to promote the general fitness, well being and welfare for mutual benefit of the people of Shoshone County, Idaho, by providing fraternal, social, benevolent, recreational and athletic facilities to all members.

2.4 To provide for the fraternal, benevolent, mutual assistance, enjoyment, entertainment and improvement of its members socially and physically by encouraging them in participation in some form of athletics or physical recreation.

2.5 To establish training schools, provide scholarships, and other programs for people of Shoshone County to develop and promote physical fitness.

2.6 To donate to organizations having same purposes and objectives of this organization.

ARTICLE THREE

POWERS

To carry out the above purposes, the following governing powers shall apply and be complied with:

3.1 To acquire and receive in its corporate name by exchange, purchase, gift, grant or bequest any real or personal property and to hold, exchange, transfer, sell, mortgage, convey, let, invest or reinvest, or otherwise use the same for the purpose of this corporation.

3.2 To establish funds for the maintenance and management

of all monies or properties both real and personal, tangible or intangible, which may be delivered to the corporation, and to manage funds to the best interests of and for the purposes of the corporation, and in consistence with, insofar as is possible, the purposes for which such monies and/or properties were delivered to the corporation.

3.3 To enter into such contracts and to incur such obligations as are consistent with the objects and purposes of this corporation; but the private property of the officers, directors and members of the corporation shall be exempt from the debts of the corporation, and no officer, director or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

3.4 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.

3.5 No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3.6 The corporation shall distribute its net income for each taxable year to organizations which qualify as charitable corporations pursuant to IRC 501 (c) (3) of type described in Article 2.5 at such time and in such manner as not to become

subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

3.7. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

3.8. The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

3.9. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

3.10 The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

3.11 Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE FOUR

PLACE OF BUSINESS

The principal place of business and the registered office

of the corporation shall be Box 139, at the City of Wallace, County of Shoshone, State of Idaho 83873. The initial registered agent is Mrs. Betsy Rullman, Box 139, Wallace, Idaho 83873.

ARTICLE FIVE

DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE SIX

MEMBERSHIP

Any person shall be eligible for membership in this corporation who subscribes to the objects and purposes hereof, and such person shall be selected for membership in the manner provided by the By-Laws, which members may be unlimited in number. Each member shall have equal rights with all other members.

ARTICLE SEVEN

INCORPORATORS AND FIRST DIRECTORS

7.1 The names and places of residence of the incorporators are as follows:

Harry Anthony	Wallace, Idaho
Betsy Rullman	Wallace, Idaho
James P. Keane	Silverton, Idaho

7.2 The names and places of residence of the first Board of Directors who shall hold office until the first annual meeting of the members, or until their successors are elected and qualified are:

Richard Davies	Silverton, Idaho
Lawrence Shewmaker	Osburn, Idaho
Dohn Stoker	Osburn, Idaho
Betsy Rullman	Wallace, Idaho
Dela Posnick	Mullan, Idaho
Tom Stanphill	Osburn, Idaho
Jack Bingham	Osburn, Idaho

Bruce Rullman

Osburn, Idaho

A.C. Walkup

Elizabeth Park, Kellogg, Idaho

ARTICLE EIGHT

DIRECTORS AND OFFICERS

8.1 The government, management, promotion, operation, maintenance, including the management of real estate, shall be vested in a Board of Directors, or not less than five (5) members and not more than nine (9), the size of which shall from time to time be determined by the Directors, which Board after the one named in Article Seven shall be elected by ballot by the members of record, at the annual meeting of said membership for such term as the By-Laws may prescribe. The annual meeting shall be held on the third Saturday of October at such hour and place as may be designated in the By-Laws. Vacancies on the Board of Directors shall be appointed by the remaining members of the Board, the person or persons so appointed to hold office until the next annual meeting of the membership.

8.2 The officers of the corporation shall be a President, Vice President, who shall be directors and a Secretary-Treasurer who need not be a director.

8.3 All directors and all officers shall be members of this Corporation.

8.4 Each membership, family or otherwise, shall be restricted to one vote in the affairs of the corporation. There shall be no cumulative voting for directors. Voting by proxy shall not be permitted.

ARTICLE NINE

DISSOLUTION

Upon dissolution of the corporation, the Board of Directors

or Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively to charitable, fraternal, benevolent, educational or scientific organization or organizations which shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. No member, director, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on its dissolution.

ARTICLE TEN

AMENDMENTS

The members of this corporation, at their annual meeting, or at a special meeting called for such purpose, or the Board of Directors of this corporation, shall have the power by majority vote to repeal or amend the By-Laws of this corporation, or to adopt new By-Laws of this corporation, provided that such By-Laws as are amended or adopted by the members of the corporation may not then be altered or amended by the Board of Directors.

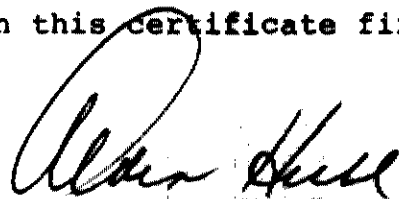
IN WITNESS WHEREOF, we have hereunto set our hands and seals in quadruplicate this 28th day of September, 1978.

Harry Anthony
James P. Beane
James P. Beane

STATE OF IDAHO)
) ss
County of Shoshone)

On this 28 day of September, 1978, before me, the undersigned, a Notary Public for the State aforesaid, personally appeared HARRY ANTHONY, BETSY RULLMAN and JAMES P. KEANE, 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 Notarial Seal the day and year in this certificate first above written.



Notary Public in and for the State of
Idaho, Residing at: Silverton, Idaho