

CERTIFICATE OF INCORPORATION
OF

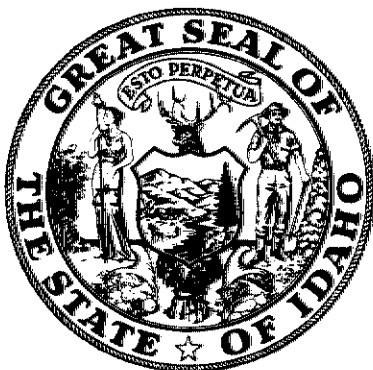
KELLOGG COUNTRY CLUB, INC.

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 KELLOGG COUNTRY CLUB, 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 June 10, 19 87.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
KELLOGG COUNTRY CLUB, INC.

RECEIVED
SEC. OF STATE

'87 JUN 10 AM 9 05

I.

The name of the corporation is: KELLOGG COUNTRY CLUB,
INC.

II.

Kellogg Country Club, Inc. is a non-profit corporation.

III.

The period of its duration is perpetual.

IV.

Its purpose is to operate a golf course and the
associated social and civic activities of its members and to
transact all other business not forbidden by law.

V.

The corporation shall have members evidenced by a
certificate of membership. Membership classifications shall
consist of "active" and "associate." Active members shall
be entitled to one (1) vote per certificate of membership.
Said members shall have authority to elect directors. The
directors' authority shall not be limited under the provi-
sions of Idaho Code 30-314(c).

VI.

The address of its initial registered office is 111
Main Street, Kellogg, Idaho 83837.

The name of its initial registered agent at such
Fred M. Gibler, c/o
address is/ EVANS, KEANE, KOONTZ, BOYD & RIPLEY.

VII.

The number of Directors constituting its initial Board
of Directors is seven (7), whose names and addresses are:

Robert W. Douglas
301 Woodland Drive
Pinehurst, ID 83850

James L. Hodge
507 Nevada
Pinehurst, ID 83850

Walter J. Johnson
Kingston, ID 83839

William E. Farley
207 Woodland Drive
Pinehurst, ID 83850

Donald Smith
307 Woodland Drive
Pinehurst, ID 83850

Lawrence Weir
109 Woodland Drive
Pinehurst, ID 83850

Ilene J. Johnston
Kingston, ID 83839

Said Directors shall be classified into three (3) groups and
elected as provided in Idaho Code Section 30-316.

VIII.

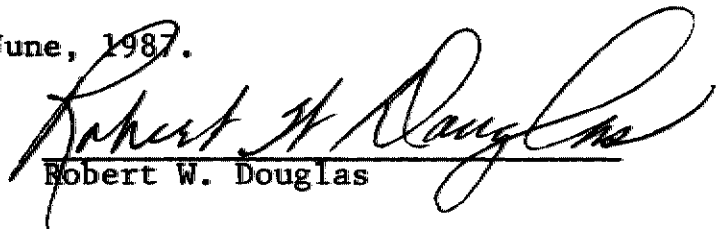
Assessments may be levied upon members as determined
necessary from time to time by the Board of Directors.

IX.

The name and address of each incorporator is:

Robert W. Douglas
301 Woodland Drive
Pinehurst, ID 83850

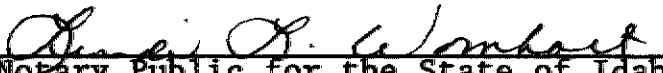
DATED this 5th day of June, 1987.


Robert W. Douglas

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 5th day of June, 1987, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared ROBERT W. DOUGLAS, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he 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 for the State of Idaho
Residing at Wardner, Idaho