

# State of Idaho



## Department of State

### CERTIFICATE OF INCORPORATION

**LOUIS E. CLARK**  
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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

ALPINE VALLEY RESORT, INC.,

was filed in the office of the Secretary of State on the eleventh day  
of September A.D. One Thousand Nine Hundred sixty-six  
and  
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, 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

Elgin.

in the County of

Blaine.

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 16th day of September,  
A.D., 19 66.

Secretary of State.

ARTICLES OF INCORPORATION  
OF THE  
ALPINE VALLEY RESORT, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States and residents of the State of Idaho in order to form a corporation do hereby associate ourselves together under and pursuant to the laws of the State of Idaho and we hereby certify and declare as follows:

I

NAME. The name of this corporation to be used in all its dealings and transactions is "ALPINE VALLEY RESORT, INC."

II

PURPOSES. The purposes for which said corporation is formed are as follows:

(a) To own, operate, maintain, lease and manage a lodge, dude ranch, rest home, recreation center, boys' camp, youth camp and all other legitimate activities connected therewith and authorized to a corporation in the State of Idaho.

(b) To purchase, lease, rent and acquire real property and to construct thereon buildings, tenements, lodges, hotels, motels, and to enter into contracts for the construction of buildings, for the diversion of water, for the production of electric power and all other acts necessary to the development and promotion of the proposed lodge, resort and recreation facilities.

(c) To purchase, lease, rent, construct, operate and manage restaurants, bars, dance halls, night clubs, golf courses, swimming pools, health resorts, ski lifts, ski equipment, snow mobiles, ice skating rinks, stables, race tracks, hunting lodge, convention center, public amusement centers, boats, boat docks, fishing tackle and all necessary equipment to accomplish said purposes.

(d) In furtherance, and not in limitation of the general powers conferred by the laws of the State of Idaho, and by the principles of the common law, upon corporations organized under the provisions of law authorizing the formation of this corporation, and

of the purposes and powers hereinbefore stated, the corporation shall also have the following purposes and powers, it being expressly provided that the enumeration of specific powers shall not be construed to limit or restrict in any manner the aforesaid general powers of the corporation.

(e) It is the intention that the objects, purposes and powers specified in Paragraph II, subparagraphs (a) (b) and (c) hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers of the clauses or paragraphs of this charter, shall be regarded as independent objects, purposes and powers.

(f) And in order properly to prosecute the objects and purposes above set forth, the corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey, and otherwise dispose of all kinds of property, both real and personal, both in this state and in all other states, territories and dependencies of the United States; to purchase the business, good will and all other property of any individual, firm or corporation as a going concern, and to assume all its debts, contracts and obligations, provided said business is authorized by the powers contained herein; to construct, equip and maintain buildings, works, factories and plants; to install, by hand, steam, water, electric or other motive power and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created.

(g) To act as agents, contractors, trustees, or otherwise and either alone or in company with others, as fully and to the same extent as natural persons might or could do and in any part of the world.

(h) To borrow money of any person, firm or corporation and to issue bonds, debenture or obligations of this corporation

and to secure the same by mortgage, pledge, deed of trust or by any other lawful means.

(i) To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association, or corporation, municipality, body politic, county, territory, state, government, or colony or dependency thereof and without limit as to amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.

(j) The company may use and apply its earnings or accumulated profits authorized by law to be reserved to the purchase or acquisition of property, and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms as its board of directors shall determine, and neither such property nor the capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the purposes of declaration of payment of dividends, unless otherwise determined by a majority of the board of directors, or by a majority of the stockholders.

(k) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly to promote the interest of the corporation or to enhance the value of its properties.

### III

PERIOD OF DURATION. The corporation is to have perpetual existence.

### IV

PLACE OF BUSINESS. The principal place of business of this corporation shall be Pine, Idaho, % Rocky Bar Stage. However, the right is reserved to engage or operate in business in any other part of the State of Idaho, or elsewhere.

### V

NUMBER OF DIRECTORS. The number of directors of this corporation

shall be not less than three nor more than five.

#### VI

**CAPITAL STOCK.** The capital stock of this corporation shall be in one class. There shall be authorized 10,000 (Ten Thousand) shares in common stock of par value of \$1.00 (One Dollar) per share with aggregate value of \$10,000.00 (Ten Thousand Dollars) to be represented by stock certificates and one vote per share. The shares of stock shall be nonassessable.

#### VII

**CLASSIFICATION.** The shares of stock of this corporation shall be classified as common shares, which will be represented by stock certificates numbered from one to a maximum of 10,000 inclusive. The holder of common shares will have the voting right to vote one vote per share as registered in his name in the corporate books and first right to participate in the future sale of treasury common shares on the basis of the shares held in their names of record in the corporate books.

#### VIII

**AMENDMENTS.** The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate or incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred hereon on stockholders, directors, and officers are subject to this reserved power. These articles may be amended by resolution setting forth such amendment or amendments, adopted at any meeting of the stockholders by vote of the majority of all the stocks of said corporation then outstanding.

#### IX

**OFFICERS.** Until the first annual meeting of the stockholders and the election and qualification of the officers, Henry F. McGuire shall serve as president, Edward E. McGuire shall serve as vice-president, Norma H. McGuire shall serve as secretary and treasurer. To be eligible to any of the above named offices of this corporation, a person must be the owner of at least one share of the capital stock of this corporation, as shown by the books of the corporation, and any other person duly qualified may hold one or more offices in the corporation.

X

BOARD OF DIRECTORS. Until the first annual meeting of the stockholders and election and qualification of directors, Henry F. McGuire, Edward E. McGuire and Norma H. McGuire shall be the members of the Board of Directors.

XI

INCORPORATORS. The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

Edward E. McGuire	1	1604 North 29th, Boise, Idaho
Name	Shares	Address
Henry F. McGuire	1	c/o Rocky Bar Stage, Mtn. Home, Idaho
Name	Shares	Address
Norma H. McGuire	1	c/o Rocky Bar Stage, Mtn. Home, Idaho
Name	Shares	Address

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 14<sup>th</sup> day of September, 1966.

Henry F. McGuire  
Norma H. McGuire  
Edward E. McGuire

STATE OF IDAHO )  
: ss  
COUNTY OF ELMORE )

On the 14<sup>th</sup> day of September in the year 1966, before me, the undersigned, a Notary Public in and for said State, personally appeared Edward E. McGuire, Henry F. McGuire and Norma H. McGuire, known to me to be the incorporators of this corporation that executed the instrument and acknowledged to me that such corporation 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.

William Leon Clark  
Notary Public for Idaho  
Residing at Mountain Home, Idaho  
217 Cedar  
Boise

(SEAL)