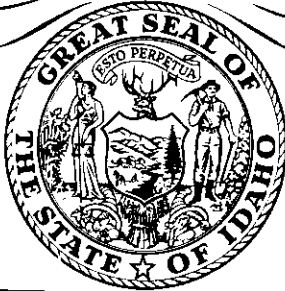


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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

BIG BEAR RIDGE COMMUNITY CLUB, INC.

was filed in the office of the Secretary of State on the **Twenty-Sixth** day of **September** A. D. One Thousand Nine Hundred **Sixty** and is duly recorded on Film No. **112** 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 **Kendrick** in the County of **Latah** 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 **26th** day of **September**, A.D., 1960 .

Secretary of State.

ARTICLES OF INCORPORATION
OF
BIG BEAR RIDGE COMMUNITY CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a natural person and a citizen of the United States of America, over and above the age of twenty-one years, have and do hereby voluntarily associate ourselves together for the purpose of forming, and do hereby form, a non-profit corporation under Chapter 10 of Title 30 of the Idaho Code, and we do hereby set forth, declare and certify:

FIRST: That the name of this corporation is: BIG BEAR RIDGE COMMUNITY CLUB, INC.

SECOND: That the purposes for which this corporation are formed are:

To promote fellowship and extend acquaintanceship by means of social gatherings.

To promote social intercourse among the members by means of gatherings, meetings, dinners and kindred forms of entertainment.

To own, furnish, equip and maintain a club house or houses for the general welfare and benefit of the members and community.

To engage generally in any causes or objects similiar to the above mentioned in order to promote the social and cultural welfare of the members.

To lease, purchase or otherwise secure, acquire, own, hold, manage, operate, sell, transfer and convey such property of every

kind, type and description as may be suitable, appropriate, proper, expedient or necessary for the carrying out of any one or more of the purposes or objects of the corporation.

To solicit, accept and receive donations of moneys and other properties of every kind, type and description by gift, grant, devise, bequest, or otherwise, and to hold, own, manage, use, operate, sell, transfer and convey such moneys and properties, for the use and benefit of the corporation.

To sponsor, promote, engage in and conduct entertainments, amusements, shows, projects and diversions of every type and kind for the benefit of the members and to provide capital and to defray the ~~costs~~ and expenses of the corporation and its undertakings.

To enter into, perform and carry out contracts and agreements of every kind necessary to and in connection with or incidental to the accomplishment of any one or more of the objects and purposes of the corporation.

To borrow money without limitation as to amount for any purpose or purposes of the corporation, whether secured or unsecured, and to make, execute, assign and deliver therefor notes, debentures, trust deeds, or other evidences of indebtedness of any kind or kinds whatever, and to secure the payment of the same by mortgages, trust deeds, pledges, or otherwise, upon any or all of the property of the corporation at the time of giving such securities or to be acquired by it subsequent thereto.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of

the objects or the furtherance of any of the powers of the corporation, either along or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental, ancillary, related, pertaining, necessary, suitable or proper to or connected with any or all of the objects or purposes of the corporation, provided that the same shall not be inconsistent with the laws and statutes of the State of Idaho.

The enumeration of purposes and objects herein set forth are not intended to and shall not in any manner limit or restrict the general powers of this corporation under the laws and statutes of the State of Idaho.

THIRD: That the duration of this corporation and the term for which it is to exist is perpetual.

FOURTH: That the place where the principal business of this corporation is to be transacted is Kendrick, Idaho, and the location and post-office address of its registered office, in the State of Idaho, is Kendrick, Idaho.

FIFTH: That this is a non-profit corporation. That pecuniary profit is not one of its objects or purposes. That no pecuniary dividends shall be declared. That in no event shall any of the assets or property of this corporation or the proceeds of any of said assets or property or any of the earnings, if any, of the corporation be distributed to members or any of them. That none of the private property of the members, or any of them, ^{shall} be liable for any debt or obligation, contractual or otherwise, of the corporation. The corporation shall issue membership certificates

to each member, which certificates cannot be assigned so that the transferee can by such transfer become a member of the corporation. That the rights and interests of each of the members of the corporation shall be equal, and no member shall acquire a greater interest in the corporation than any other member.

SIXTH: There are no authorized shares of stock in this corporation, and there is no capital stock and no shares of stock.

SEVENTH: That the members of the corporation shall consist of the undersigned incorporators and such other persons as from time to time hereafter may become members in the manner provided by the by-laws of the corporation. That upon the issuance of the Certificate of Incorporation each and all of the undersigned incorporators shall ipso facto become members of this corporation.

EIGHTH: That unless and until changed by the by-laws of this corporation, a one-fourth of the members of this corporation shall constitute a quorum at any regular or special meeting of the members of the corporation; and unless and until changed by the by-laws of this corporation, a majority of the members of the board of directors shall constitute a quorum at any regular or special meeting of the board of directors.

NINTH: That unless and until changed by the by-laws of this corporation the number of directors of the corporation shall be five, each of whom shall be a member of the corporation, and no other qualifications shall be required.

TENTH: That the by-laws of this corporation may be altered, amended, or new by-laws adopted at any regular meeting or at any special meeting of the members of the corporation, called for that purpose, by the affirmative vote of two-thirds of the members present at such meeting; provided, that a quorum be present.

ELEVENTH: That the Articles of Incorporation of this corporation may be altered or amended at any regular meeting of the members or at any special meeting of the members called for that purpose by an affirmative vote of two-thirds of the members present at such meeting, provided written notice of the intention to amend the Articles of Incorporation shall be served on each and all of the members not less than seven days prior to such meeting. Such notice to designate the meeting at which it is intended to vote on the proposition to amend the Articles of Incorporation shall state in general terms the manner in which it is intended to amend the Articles of Incorporation. The mailing of such notice to a member at Kendrick, Idaho shall be deemed a service thereof, and such notice shall be deemed to have been served on the date of the mailing thereof.

TWELFTH: That the names and post-office addresses of the incorporators are:

<u>NAME:</u>	<u>ADDRESS:</u>
Dewey Galloway	Kendrick, Idaho
Joseph B. Forest	Kendrick, Idaho
Charles A. Bowers	Kendrick, Idaho
C.C. Morey	Kendrick, Idaho
Cecil Chamberlain	Kendrick, Idaho

IN WITNESS WHEREOF, we, the undersigned, whose post office addresses are set opposite our names, have hereunto set our hands

this 21 day of September, 1960.

Dewey Galloway
Dewey Galloway

Joseph B. Forest
Joseph B. Forest

Charles A. Bowers
Charles A. Bowers

C.C. Morey
C.C. Morey

Cecil Chamberlain
Cecil Chamberlain

STATE OF IDAHO)
 : ss.
County of Latah)

On this 21 day of September, 1960, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Dewey Galloway, Joseph B. Forest, Charles A. Bowers, C.C. Morey and Cecil Chamberlain, known to me to be the persons whose names are subscribed to the within and 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 the day and year last above written.

[Signature]
Notary Public in and for the State
of Idaho, residing at Moscow,
Idaho.