

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

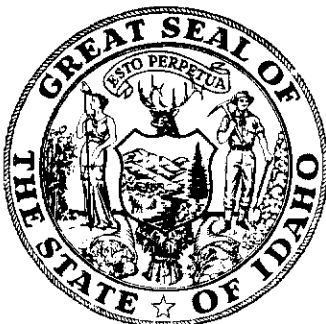
NORTH IDAHO COMPANIES, INC.

File number C 119678

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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: May 30, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley J. Clark*

97 MAY 30 PM 1:00  
SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**  
**OF**  
**NORTH IDAHO COMPANIES, INC.**

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporator of a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation shall be North Idaho Companies, Inc.

II.

The corporation shall exist in perpetuity.

III.

The address of the initial registered office of this corporation in the State of Idaho shall be 201 N. 8th Street, St. Maries, Idaho 83861, and the name of the initial registered agent at that address shall be Vanessa G. Edwards.

IV.

The purposes for which this corporation is organized shall be to engage in the recreation, restaurant, resort and lodging industries, and any and all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V.

The business of this corporation shall be managed and controlled by the

IDAHO SECRETARY OF STATE

DATE 05/30/1997

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board of directors. The number of directors constituting the initial board of directors shall be five (5), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<b>NAME</b>	<b>ADDRESS</b>
Vanessa G. Edwards	201 N. 8th Street St. Maries, Idaho 83861
Jerald O. Edwards	201 N. 8th Street St. Maries, Idaho 83861
Jeanne Batson-Buell	6435 Sunnyslope Road Worley, Buell 83876
Mandi L. Edwards	201 N. 8th Street St. Maries, Idaho 83861
Robert L. Buell	6435 Sunnyslope Road Worley, Idaho 83876

VI.

The aggregate number of shares which this corporation shall have authority to issue shall be one hundred thousand (100,000) shares of nonassessable, common stock have no par value.

VII.

To the fullest extent permitted by law, this corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request

of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except: for any breach of the director's duty of loyalty to the corporation or its stockholders; for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in Section 30-1-48, Idaho Code; or for any transaction from which the director derives an improper personal benefit.

#### VIII.

The name and address of the incorporator is as follows:

NAME	ADDRESS
Vanessa G. Edwards	201 N. 8th Street St. Maries, Idaho 83861

IX.

These Articles of Incorporation shall be governed and construed in accordance with the Idaho Business Corporation Act, Idaho Code Section 30-1-1 et seq (Act), or any subsequent revision thereof; provided, that the repeal of any statute contained in the Act, after the date of incorporation, shall not affect any ratification, right, remedy, privilege, obligation, or liability acquired, accrued or incurred by the corporation under said statute, before its repeal.

EXECUTED IN DUPLICATE this 29 day of May, 1997.



VANESSA G. EDWARDS

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