

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, Ira H. Masters, 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

UNITED PROJECTS, INC.

was filed in the office of the Secretary of State on the Twenty-Third day of October A. D. One Thousand Nine Hundred Forty-Six and duly recorded on Film Roll # 8 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 29-103, Idaho Code, Annotated.

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

Ketchum 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 23rd day of October, in the year of our Lord one thousand nine hundred forty-six, and of the Independence of the United States of America the One Hundred Seventy-First.

Secretary of State.

ARTICLES OF INCORPORATION
of
UNITED PROJECTS, INC.

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is a bona fide citizen of the United States of America and of full age, have this day voluntarily associated ourselves together for the purposes of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

ARTICLE I.

That the name of this corporation shall be:

"UNITED PROJECTS, INC."

ARTICLE II.

The objects and purposes for which this corporation is formed are, as principal, agent or otherwise, to do in any part of the world any and every of the things herein set forth to the same extent as natural persons might and could do. In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the corporation shall have power:

(a) To carry on a general hotel business in all its branches and departments, and to maintain, manage and operate hotels, taverns, tourist cabins, apartment houses, lodging houses, dining rooms, restaurants, cafes, cafeterias, and places, conveniences and facilities for preparing, selling and serving food and food products of all kinds.

(b) To purchase or otherwise acquire, own, build, construct, alter, improve, furnish and equip, sell, let, sublet, or otherwise dispose of, hotels and buildings for any of the purposes enumer-

ated in subparagraph (a) hereof, or for the amusement or entertainment of the public, and to do any and all acts and things and exercise any and all powers necessarily incident to the purposes and objects therein set forth, or which may hereafter be deemed as incident to any of such objects and purposes.

(c) To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage or otherwise dispose of, and to invest in real property and any and all interests therein; to lay out, subdivide, resubdivide and plat tracts of land and sell same; and to build houses or other buildings on said land laid out, and to improve lands laid out and maintain customary conveniences in connection therewith.

(d) To operate and farm any real property, owned, leased, or otherwise acquired, raising agricultural crops and products of all suitable kinds, and to market same, and to grow and raise garden products, and to purchase, raise, acquire and market, trout, livestock, poultry and all their products at any time deemed necessary or desirable in connection with the business of the company.

(e) To own, maintain, operate, let or sublet the business of filling and service stations, which business shall include the dealing in gasoline and all other petroleum products, and other products and accessories and appliances to be used on motor vehicles of every description, and shall also include the repairing, servicing and storing of motor vehicles.

(f) To own, maintain, conduct, operate, let and sublet, the business of general merchandising, including news stands, dry goods, tobacco products, sporting goods, groceries, nevelties, jewelry, leather goods, notions, toys, and confectionery.

(g) In conjunction with those purposes enumerated in sub-paragraph (a) hereof, to own, operate and let for hire, taxi-cabs, automobiles, motor vehicles and other mechanical contrivances for

transportation, and to own and maintain for hire, horses, wagons, sleighs and rigs, and other animal drawn conveyances.

(h) To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal property of every kind and character, debts, dues, and demands or choses of action, and each and every kind of personal property, evidences of debt, bonds, stock of corporation, both public and private.

(i) To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation.

(j) To borrow and lend money from and to any person, firm, association, and to make, take and execute notes, mortgages, bonds, deeds of trust, or other evidence of indebtedness to secure payment thereof, or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness, for the use and benefit of said corporation or otherwise.

(k) To purchase or otherwise acquire and own the corporate common and preferred stock and bonds of any other corporation, and also to purchase and acquire its own common stock in so far as are not contrary to the laws of the State of Idaho.

(l) In addition to the said foregoing powers, also to have all authority, powers and rights granted by the laws of the State of Idaho, and particularly Section 29-114 Idaho Code Annotated, 1932, and any amendments thereof.

(m) To do and perform every act and thing necessary to carry out the above enumerated purposes, or calculated, directly or indirectly, to the advancement of the interests of the company, or to the enhancement of the value of its stock, holdings, and property of any kind or character.

ARTICLE III.

The registered office of this corporation and the principal place for transaction of its business is hereby designated as Ketchum, Blaine County, Idaho.

ARTICLE IV.

This corporation shall have perpetual existence.

ARTICLE V.

The number of directors of this corporation shall be three (3), and each of them must be a shareholder of this corporation owning not less than one share of its capital common stock.

ARTICLE VI.

The amount of the capital stock of this corporation is \$50,000, divided into 500 shares of common stock each of the par value of \$100.00 per share, and said stock shall be non-assessable.

ARTICLE VII.

The amount of the capital stock actually subscribed is \$20,000, by the persons whose residences and the amounts subscribed are herein set forth:

J. E. Walsh,	\$14,000	140 Shares,	Residence and P.O. Address: Box 236, Ketchum, Idaho;
Robert H. Walsh	\$5000	50 Shares,	Res. & P.O., Verona, Illinois
Gladys Walsh	\$1,000	10 Shares,	Res. & P.O., Box 236, Ketchum, Idaho.

IN WITNESS WHEREOF, we have hereunto set our hands and seals in triplicate originals this 17th day of October, 1946.

J. E. Walsh
Robert H. Walsh
Gladys Walsh

STATE OF IDAHO, }
County of Blaine. } SS.

On this 17th day of October, 1946, before me,
J. J. McFadden, Notary Public in and for the State of Idaho,
personally appeared J. E. Walsh, Robert H. Walsh, and Gladys
Walsh, known to me to be the persons whose names are subscribed
to the within and attached Articles of Incorporation, and each
for himself or herself acknowledged that he or she 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.

J. J. McFadden
Notary Public
Residing at Hailey, Idaho