

State of Idaho

Department of State

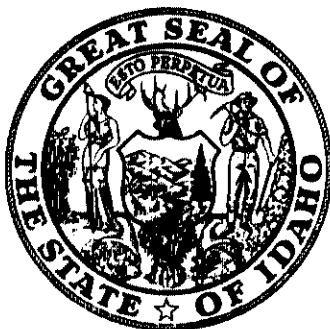
CERTIFICATE OF INCORPORATION OF

SPURWING 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 SPURWING 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: September 7, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION
OF

SEP 7 4 57 PM '93
SECRETARY OF STATE

SPURWING COUNTRY CLUB, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, *Idaho Code* ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I
NAME

The name of the corporation is SPURWING COUNTRY CLUB, INC.

ARTICLE II
NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 6600 Hill Road, Boise, Idaho 83703, and the name of the initial registered agent at this address is Myron B. Tucker.

ARTICLE V
PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

5.1 To organize and operate exclusively for pleasure, recreation and other non-profitable purposes a golf course and other recreational facilities for the instruction and use by club members, and to maintain such other facilities in relation thereto and to do all things which may be necessary or convenient for the operation of such club. To this end,

the Corporation shall seek to interest persons in learning the art of golf and other sporting activities, and to stimulate their interest therein, promote the organization of a group to finance and sponsor the development of facilities and knowledge for the training in these arts, to provide instructors in such activities and to plan for and maintain the use of such facilities and instruction by the members, including fostering and promotion of meetings, lectures and classes pertinent to the club's purposes.

5.2 To form a corporation with all the powers and privileges under Chapter 3 of Title 30, *Idaho Code*, for a nonprofit corporation.

5.3 In carrying out the purposes and objects of the Corporation as set out in ¶5.1 and ¶5.2 above, the Corporation shall have the power:

5.3-1 To enact and enforce By-Laws for the governing of this Corporation, and to alter and amend them as from time to time herein provided.

5.3-2 To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, exchange or otherwise acquire or dispose of, all kinds of property, both personal and real, and all goods, wares and merchandise of every kind or description.

5.3-3 To make, perform and carry out contracts of every kind and description made for any lawful purpose within the objects and purposes of the Corporation.

5.3-4 To borrow money and to make, draw, accept, endorse, transfer, assign, execute and issue debentures and promissory notes and for the purpose of securing the same, make, transfer, assign, deliver, mortgage and/or pledge part or all of the property or assets of the Corporation within the terms and conditions that the Board of Directors may authorize and as may be permitted by law.

5.3-5 To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations incorporated under the Act or under any act amendatory thereto or supplemental thereto, or substituted therefor, for the performance of acts as are necessary and convenient to obtain the objects and purposes herein set forth, to the same extent and as fully as any natural person could or might do, and as are not forbidden by law or by these Articles of Incorporation; provided, nevertheless, that the powers hereinabove set forth shall not permit the conducting of any business for profit as part of the powers of the Corporation.

ARTICLE VI MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. The management of the Corporation shall be vested

in the Board of Directors. There shall be at least three (3) classes of members as designated in the By-Laws.

ARTICLE VII LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or to reimburse for expenses reasonably incurred and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. In case the corporation shall be dissolved or occasion arises for the distribution of its assets, only members in good standing, owning a certificate of membership, shall participate in the distribution. The net assets of the corporation shall be distributed in equal shares to each of the members.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) individuals, each of whom at all times shall be a member of the Corporation. The actual number of Directors shall be fixed by the By-Laws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the members in the manner and for the term provided in the By-Laws of the Corporation. The Board of Directors shall be vested with the right and authority to amend the By-Laws of the Corporation. The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
John W. Hewitt	3278 Shamrock Avenue Boise, Idaho 83704
Myron B. Tucker	6600 Hill Road Boise, Idaho 83703
Elaine Tucker	6600 Hill Road Boise, Idaho 83703

ARTICLE IX MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. Notwithstanding the foregoing, the founders' memberships as provided in the By-Laws shall never at any time (1) pay monthly or annual dues in excess of \$50.00 per month per founder; (2) never be subject to any dining or beverage minimum requirements as may be established by the Corporation; and (3) never be required to pay for the use of the Corporation's practice golf balls or golf carts. Furthermore, the founders' memberships shall not be assessed any other assessments whatsoever unless all founder members unanimously agree to such assessments. The Board of Directors is authorized to fix the amount of membership dues from time to time and to make them payable at such times or intervals upon such notice and by such methods as the Board of Directors may prescribe, except as may be limited by these Articles.


ARTICLE X INCORPORATOR

The name and street address of the incorporator are John W. Hewitt, 3278 Shamrock Avenue, Boise, Idaho 83704.

ARTICLE XI BY-LAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the By-Laws.

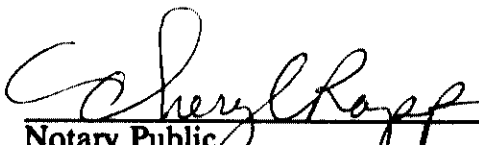
DATED this 31st day of August, 1993.



JOHN W. HEWITT

STATE OF IDAHO)
) ss
County of Ada)

I, the undersigned, a notary public for the State of Idaho, do hereby certify that on this 31st day of August, 1993, personally appeared before me **JOHN W. HEWITT**, who, being by me first duly sworn, declared that he is the incorporator of **SPURWING COUNTRY CLUB, INC.**, that he signed the foregoing document as such incorporator and that the statements therein contained are true.



Notary Public
Residing at: Brea ID
Comm. Expires: 2-1-97