

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

SHORE CLUB LODGE, INC.

was filed in the office of the Secretary of State on the twenty-eighth day of August A. D. One Thousand Nine Hundred Forty-Six and duly recorded on Film Roll No. 7 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

Boise in the County of Ada

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 28th day of August, 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
SHORE CLUB LODGE, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows;

FIRST

or

The name of the corporation is SHORE CLUB LODGE, INC.

SECOND

The purposes and objects for which the corporation is formed are:

(a) To carry on a general hotel business in all its branches and departments, and to maintain, manage and operate hotels, taverns, apartment houses, lodging houses, dining rooms, restaurants, cafes, cafeterias, and places, conveniences and facilities for 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 enumerated in sub-paragraph (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 buy or otherwise acquire, manufacture, market, prepare for market, import, export, sell, and deal in and with foods, food products, and food preparations and ingredients of every class and

description, including ice cream, ices and frozen delicacies of whatsoever kind;

(d) To conduct the business of growing and raising garden and other products and to produce, buy, sell, and deal in milk, butter, cheese, eggs and poultry and other livestock and farm products at any time deemed necessary or desirable in connection with the business of the Company;

(e) To manufacture, buy, sell, deal in and with candies, syrups, ~~and~~ and confections of all kinds, and the raw material from which they are made, and the products made therefrom, and all like or kindred products, and to maintain and operate soda fountains and other facilities and conveniences for selling or otherwise marketing or turning to account any and all articles of food, drink, or products of whatsoever kind, manufactured, handled or dealt in or with by the Company;

(f) To buy, sell, manufacture and deal in cigars, cigarettes, tobacco, and products of tobacco of whatsoever kind, pipes and other conveniences or articles used by smokers or commonly dealt in by tobacconists;

(g) To own, maintain, operate, let and sublet news stands and places, conveniences and facilities for the selling of newspapers, periodicals, magazines, books and other printed matter, novelties and articles of whatsoever kind which can be at any time conveniently handled in connection with the hotel business;

(h) To buy, sell, prepare for market, trade and deal in and with goods, wares, commodities and articles of trade, and personal property of whatsoever kind, without limitation and to act as agent, factor, broker, middleman, forwarder, or in any other capacity for manufacturers of, or dealers in, such products;

(i) To sell and deal in theater tickets and tickets for operas, entertainments and amusements of whatsoever kind, and to conduct ~~and~~ amusement enterprises, musical and dramatical performances, for the

entertainment or amusement of persons in public or private places;

(j) To establish and maintain shops, booths, counters, refreshment rooms, and places set apart for carrying on and conducting any and all kinds of trades, occupations, vocations, pursuits, arts, and crafts, either by the corporation as principal or as agent, or by its lessees or licensees, as may be lawful to be carried on or conducted, and to lease, sublet or demise sections, counters, rooms, parts or portions of rooms or stores or shops to such individuals, firms, associations or corporations who will or may use and occupy the same for any lawful purpose;

(k) To operate and let for hire and to own, buy, sell and deal in, taxi cabs, automobiles, busses, motor vehicles, aircrafts, and other mechanical contrivances and devices for transportation, and to build, maintain, and operate buildings, garages, and storage houses for storing, housing, or caring for such property;

(l) To buy, sell, lease, let, mortgage, exchange, or otherwise acquire or dispose of lands, lots, houses, buildings, and real property, hereditaments, and appurtenances, of all kinds and wheresoever situated, and of any interests and rights therein, to the same extent as natural persons might or could do, and without limit as to amount;

(m) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(n) To make, perform, and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, either public or private, or with any territory or government, or any agency thereof;

(o) To borrow money, to draw, make, accept, endorse, transfer, assign, execute, and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(p) To acquire, hold, sell, re-issue, or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(q) To purchase or otherwise acquire the whole or any part of the property, assets, business, and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business;

(r) To organize, incorporate, and re-organize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(s) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents,

contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association, or corporation;

(t) 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 formed under the general corporation laws of said State, or under any Act amendatory thereof or supplemental thereto or substituted therefor;

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (t), inclusive, of paragraph Second of these Articles of Incorporation, shall, except as otherwise expressly provided, in nowise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause, or paragraph of these Articles of Incorporation.

THIRD

The corporation is to have perpetual existence.

FOURTH

The location and postoffice address of the registered office of the corporation is Boise, Ada County, Idaho.

FIFTH

The amount of the capital stock of this corporation shall be, and is, Four Hundred Thousand (\$400,000.00) Dollars, divided

into four thousand (4000) shares of the par value of One Hundred (\$100.00) each.

SIXTH

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

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
J. L. Eberle	Boise, Idaho	1
B. S. Varian	" "	1
V. G. Colley	" "	1

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The number of Directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the number of Directors of the corporation shall not be less than five. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

NINTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its goodwill and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests

of the corporation.

TENTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested, in any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a Director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ELEVENTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands and seals

this 28th day of August , 1946.

J. L. Eberle

B. S. Varian

V. G. Colley

STATE OF IDAHO)
County of Ada) ss

On this 28th day of August , in the year 1946,
before me,

J. W. Gallaway,
a Notary Public in and for said State, personally appeared J. L. Eberle,
B. S. Varian, and V. G. Colley, known to me to be the persons whose
names are subscribed to the within instrument, and acknowledged to me
that they executed the same, and that they were citizens of the United
States and over the age of twenty-one years.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my notarial seal the day and year in this certificate first above
written.

J. W. Gallaway
Notary Public for Idaho,
Residing at Boise, Idaho.