

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

HIGHLANDS GOLF CLUB, INC.

was filed in the office of the Secretary of State on the **Eighth** day of **November,** A. D. One Thousand Nine Hundred **Sixty-one** and is duly recorded on Film No. **114** 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

Boise

in the County of

Ada

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 **8th** day of **November**, A.D., 19 **61**.

Secretary of State.

private shareholder thereof, and the club shall be supported by fees from services rendered to members, membership dues, and assessments as may be provided in the By-Laws.

D. In carrying out the purposes and objects of the corporation as set out in paragrapha A, B and C immediately foregoing in this article, the corporation shall have the power

(1) To enact and enforce By-Laws for the governing of this association, and to alter and amend them as from time to time herein provided,

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

(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,

(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) And 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 aforesaid law, 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 III

In no event shall any income or assets of this corporation be distributed to or inure to the benefit of any member, director, or officer of this corporation, either directly or indirectly, other than as bona fide expenses in carrying out the directions and authorities of the Board of Directors and officers hereof in carrying out the purposes of the association. In the event of the termination, liquidation or dissolution of this corporation for any reason, all of the assets thereof shall be distributed to another corporation holding a certificate of exemption from the United States Treasury or to such public organization devoted exclusively to charitable and educational ends.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLES OF INCORPORATION

OF

HIGHLANDS GOLF CLUB, 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 associate ourselves together with such other persons as may associate themselves and their successors for the purpose of incorporation, and do hereby certify as follows:

ARTICLE I

The name of the corporation is HIGHLANDS GOLF CLUB, INC.

ARTICLE II

The purposes and objects for which the corporation is formed are charitable and educational.

A. To organize and operate exclusively for pleasure, recreation and other non-profitable purposes a golf course, one or more swimming pools, tennis court and other recreational facilities for the instruction and use by club members only, 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, tennis, swimming 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 these arts, 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, and public showing of exhibitions and films on matters pertinent to the club's purposes, and

B. To form an association with all the powers and privileges under Chapter 10 of Title 30, Idaho Code, for a non-profit association, provided that nevertheless no power hereunder given shall allow any member, director or officer to organize or conduct the corporation for the purpose, directly or indirectly, of fixing the price or regulating the production of any article of commerce or of produce of the soil or of the consumption by the people. Further, no powers granted herein shall give to any member or director or officer the power to carry on any propaganda or any attempts to influence legislation which acts are declared to be ultra vires and contrary to the purposes of this corporation.

C. To form an association wherein the rights and interests of all members shall be equal, and no member can have or acquire greater interest than any other member. No part of any net earnings of the club shall inure to the benefit of any

ARTICLE V

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

ARTICLE VI

There shall be no capital stock of this corporation, but there shall be issued membership certificates to each member hereof, which certificates cannot be assigned so that the transferee thereof can become a member of the association except by approval of the Board of Directors and under such regulations as the By-Laws may prescribe. Members with dues in good standing are entitled to a membership certificate and a membership card for the current year. ✓

ARTICLE VII

The names and post office addresses of the incorporators and the membership of each as indicated are as follows:

Roy B. Arnold, Jr., Boise, Idaho
Joseph G. Tonascia, Boise, Idaho
Newton Carter, Boise, Idaho
Robert D. Foster, Boise, Idaho
Keith E. Varty, Boise, Idaho
D. Stanton Daly, Boise, Idaho
R. V. Morris, Boise, Idaho
Montford M. Brooks, Boise, Idaho

Lawrence C. Jackson, Boise, Idaho
Earl F. Chandler, Boise, Idaho
Berne K. Jensen, Boise, Idaho
Alexander G. Findlay, Boise, Idaho
Spencer F. Eccles, Boise, Idaho ✓

ARTICLE VIII

The private property of any member of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, each person, however, by subscribing for membership in the association and receiving a membership certificate therein, accepts the same subject to the duty to pay such monthly dues as may be from time to time assessed by the Board of Directors as provided in the By-Laws, wholly for the purpose of paying the expenses of conducting the club affairs, and shall also be subject to the duty of paying any assessments levied upon the vote of two-thirds of the members of the association present and voting, if at least a majority of the members of the association are present at such regular or special meeting called for such purpose, wholly for the expenditure of funds for the repair, replacement or addition to the building and improvements of the club, or the purchase of additional land for the use of the club. ✓

ARTICLE IX

The authorized number and qualifications of the members of this corporation, the different classes of membership, if any, the voting rights and other rights and privileges of each class of membership, and the specific liability of each and all classes of members for dues and assessments, if any, and the method of collection and time of payment thereof, shall be set forth in the By-Laws of the corporation. ✓

ARTICLE X

The number of executive officers of the corporation and the number of directors of the corporation shall be 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 there shall not be less than three executive officers, and not less than four directors nor more than thirteen directors. The officers of the corporation shall be elected at the annual meeting of the corporation as provided in the By-Laws, and such officers shall be elected for staggered terms of two years or until their successors are elected and qualified. Vacancies in such offices may be filled by the Board of Directors during the term.

ARTICLE XI

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws as provided therein.

IN WITNESS WHEREOF, We have hereunto set our hands and seals the
3 day of ~~September~~
November, 1961.

Boise, Idaho

Boise, Idaho

Boise, Idaho

Boise, Idaho

Boise, Idaho

Boise, Idaho

Boise, Idaho

Boise, Idaho

Boise, Idaho

Boise, Idaho

Boise, Idaho

Boise, Idaho

Boise, Idaho

Ray S. Arnold Jr.

Joseph G. Zonaccia

Newton Carter

Robert D. Foster

Keith E. Varty

D. Stanton Oakley

R. H. M. Jones

W. G. Ford

James C. Jackson

Earl F. Chandler

Deane K. Jensen

William H. Fendley

Spencer F. Eccles


STATE OF IDAHO)
) SS
COUNTY OF ADA)

On this 3 day of ~~September~~ ^{November} 1961, before me, Richard B. Smith
a Notary Public in and for said State, personally appeared _____

Roy E. Arnold, Jr., Joseph G. Tonascia, Newton Carter, Robert D. Foster,
Keith E. Varty, D. Stanton Daly, R. V. Morris, Montford M. Brooks, Lawrence C.
Jackson, Earl F. Chandler, B.erne K. Jensen and Alexander G. Findlay. and
Spencer F. Eccles

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.


Richard B. Smith
Notary Public for Idaho
Residing at Boise, Idaho