



## 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

**MARDONET BEACH, INC.**

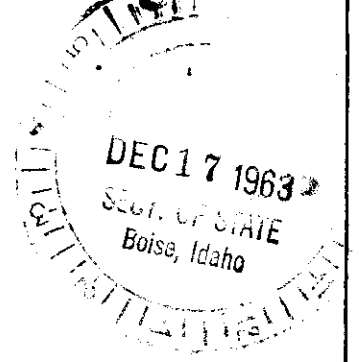
was filed in the office of the Secretary of State on the **Seventeenth** day of **December** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **126** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, 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 **Kootenai** in the County of **Bonner.**

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 **17th** day of **December**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
MARIMOUNT BEACH, INC.



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5 THIS IS TO CERTIFY that we, the undersigned persons, all of whom are  
6 citizens of the United States and all of whom are of full legal age, have this  
7 day voluntarily associated ourselves together for the purpose of forming a  
8 corporation under the laws of the State of Idaho and have executed the follow-  
9 ing Articles of Incorporation:

10 ARTICLE I.

11 The name of this corporation shall be MARIMOUNT BEACH, INC.

12 ARTICLE II.

13 The duration of this corporation shall be perpetual.

14 ARTICLE III.

15 The location of its registered office in the State of Idaho and its  
16 mailing address will be Kootenai, Idaho.

17 ARTICLE IV.

18 The purposes for which this corporation is formed are to acquire by  
19 purchase or lease, or otherwise, lands and interests in lands and to own,  
20 hold, improve, develop and manage any real estate so acquired and to erect  
21 or cause to be erected on any lands owned, held or occupied by the corporation  
22 buildings or other structures with their appurtenances; to construct, maintain  
23 and operate a year-round resort and recreational center, including any and  
24 all transactions and undertakings necessary or desirable in connection with  
25 the operation of such business.

26 To purchase or otherwise acquire, hold, own, improve, utilize,  
27 lease, mortgage, pledge, sell, convey and otherwise acquire, use, dispose of,  
28 encumber, or deal in both real and personal property of every kind and  
29 description.

30 To acquire by purchase, subscription, contract or otherwise, and to  
31 hold for investment or otherwise, sell, exchange, mortgage, pledge, or other-  
32 wise dispose of, or turn to account, or realize upon, and generally to deal

1 in and with all forms of securities, and to issue in exchange therefor or in  
2 payment thereof in any manner permitted by law, its own stocks, bonds,  
3 debentures, or its other obligations or securities, subject to the provisions  
4 of this certificate, or to make payment thereof by any other lawful means of  
5 payment whatsoever; to exercise any and all rights, powers, and privileges  
6 of individual ownership or interest in respect of any and all such securities  
7 or evidence of interest therein, including the right to vote thereon, and to  
8 consent and otherwise act with respect thereto; to do any and all acts, or  
9 things for the preservation, protection, improvement, and enhancement in  
10 value of any and all such securities or evidences of interest therein.

11 To borrow or raise money to any amount permitted by the general  
12 corporation laws of the State of Idaho by the sale or issue of bonds, notes,  
13 debentures, collateral trust certificates, or other obligations of any nature  
14 or in any manner, and to secure the same by mortgage or other liens upon any  
15 and all of the property, real, personal, or chose in action, of every  
16 description whatsoever, or any portion thereof, of the corporation.

17 To purchase, hold, cancel, reissue, sell, or transfer shares of its  
18 own capital stock, provided that it shall not purchase shares of its own  
19 capital stock when such purchase would cause any impairment of its capital,  
20 and further, that shares of its own capital stock belonging to it directly  
21 or indirectly shall not be voted upon.

22 It is the intention that the foregoing clauses shall be construed  
23 as powers, as well as object and purposes, and that the foregoing enumeration  
24 of specific powers shall not be held to limit or restrict in any manner the  
25 general powers of the corporation, and generally the corporation shall be  
26 authorized to exercise and enjoy all other powers, rights, and privileges  
27 granted by the laws of the State of Idaho.

#### 28 ARTICLE V.

29 The total authorized number of shares of this corporation shall be  
30 five hundred (500) shares of the par value of One Hundred Dollars (\$100.00)  
31 per share, constituting an authorized capital of Fifty Thousand Dollars  
32 (\$50,000.00).

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ARTICLE VI.

All of said capital stock shall be common stock; the relative rights concerning said stock shall be equal and the holders thereof shall be entitled to one (1) vote for each share of said stock so held by them.

ARTICLE VII.

The business of the corporation shall be managed by a board of directors composed of not less than three (3) nor more than five (5) members.

ARTICLE VIII.

The names and addresses of the first board of directors of this corporation are as follows:

Jay A. Mount	Kootenai, Idaho
Grant Dixon	North 2615 Cincinnati Spokane, Washington
J. M. Blankenship	North 2615 Cincinnati Spokane, Washington

ARTICLE IX.

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

Jay A. Mount	Kootenai, Idaho	169 shares
Grant Dixon	North 2615 Cincinnati Spokane, Washington	88 shares
J. M. Blankenship	North 2615 Cincinnati Spokane, Washington	88 shares

IN WITNESS WHEREOF, we have hereunto set our hands this 12<sup>th</sup> day of December, 1963.

*Jay A. Mount*  
\_\_\_\_\_  
Jay A. Mount

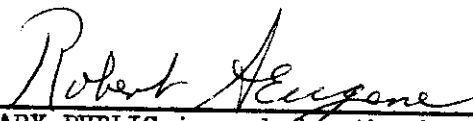
*Grant Dixon*  
\_\_\_\_\_  
Grant Dixon

*J. M. Blankenship*  
\_\_\_\_\_  
J. M. Blankenship

1 STATE OF WASHINGTON )  
2 County of Spokane ) ss.

3 I, the undersigned, a Notary Public in and for the above named  
4 County and State hereby certify that on this 14<sup>th</sup> day of December, 1963,  
5 personally appeared before me GRANT DIXON and J. M. BLANKENSHIP, to me  
6 known to be the individuals described in and who executed the above Articles  
7 of Incorporation, and acknowledged that they signed and sealed the same as  
8 their free and voluntary act and deed for the uses and purposes therein  
9 mentioned.

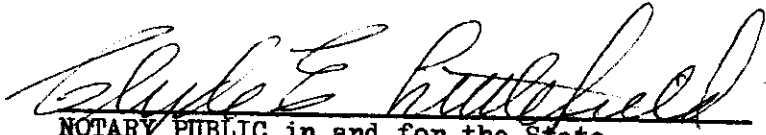
10 Given under my hand and official seal the day and year last above  
11 written.

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14 \_\_\_\_\_  
15 NOTARY PUBLIC in and for the State  
16 of Washington, residing at Spokane.

16 STATE OF IDAHO )  
17 County of Bonner ) ss.

18  
19 I, the undersigned, a Notary Public in and for the above named  
20 County and State hereby certify that on this 12<sup>th</sup> day of December, 1963,  
21 personally appeared before me JAY A. MOUNT, to me known to be the individual  
22 described in and who executed the above Articles of Incorporation, and  
23 acknowledged that he signed and sealed the same as his free and voluntary  
24 act and deed for the uses and purposes therein mentioned.

25 Given under my hand and official seal the day and year last above  
26 written.

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30 NOTARY PUBLIC in and for the State  
31 of Idaho, residing at Sandpoint.  
32 aug 10, 1967