



CERTIFICATE OF INCORPORATION
OF

NORTH SHORE 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 _____

NORTH SHORE 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 August 16, 1982.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

RECORDED OF STATE

ARTICLES OF INCORPORATION

OF

NORTH SHORE CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being natural persons of legal age and citizens of the United States do hereby associate ourselves together for the purpose of forming a non-profit corporation under the "Idaho Nonprofit Corporation Act", Idaho Code Section 30-301 et. seq., and do hereby adopt the following Articles of Incorporation, to-wit:

ARTICLE I

The name of said corporation shall be the North Shore Club, Inc.

ARTICLE II

The term of existence of said corporation shall be perpetual.

ARTICLE III

The location shall be Henry's Lake Idaho, with the post office address of its registered office of P.O. Box 70, Macks Inn, Fremont County, Idaho. The corporation registered agent shall be Donald B. Todd at the same address.

ARTICLE IV

This corporation is formed to provide its members with a meeting place where they can obtain rest, relaxation, recreation, refreshment, and engage in all manner of sports and lawful activities including, but not limited to, fishing, sailing, motor boating, etc., and secure the necessary land facilities and equipment therefore and to promote fellowship and companionship among its members, and to that end exercise and perform all rights, powers, privileges, and duties granted to or imposed upon private corporations by the laws of the State of Idaho, except such as are inconsistent with the provision of the "Idaho Nonprofit Corporation Act."

ARTICLE V

The corporation shall not issue any stock, but shall issue a membership certificate to each member thereof. Any citizen of the United States and any lawful corporation or association may become a member of this corporation under such rules as the board of directors may from time to time establish.

Certificates of membership shall be issued to each member of the corporation, which certificate cannot be conveyed so that any transferee cannot become a member by such transfer except by resolution of the board of directors and subject to such regulations as the by laws may prescribe.

The rights and interests of all members shall be equal.

ARTICLE VI

Assessments for maintenance of buildings, roads, water systems, site care, docks, moorings, and general up keep, etc., shall be established by the Board of Directors from time to time in amounts necessary to meet required expenses. Amount of such assessment and times for payment shall be set following notice to all members and established by said method as the directors may prescribe.

Assessments are enforceable by action or forfeiture of membership, or both, upon notice in writing given twenty (20) days before commencement of such action or forfeiture. Said assessments may also be secured by a lien on real property to which membership rights are appurtenant.

ARTICLE VII

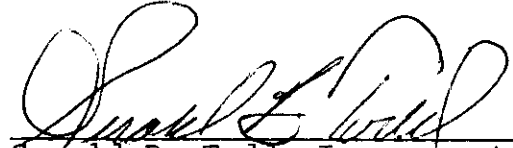
The names and addresses of those persons chosen to be the first directors of this corporation to manage and conduct the business and affairs thereof for the first year are as follows:

Gerald B. Todd	1882 Lemon Heights Drive Santa Anna CA, 92703
Donald P. Todd	P.O. Box 70 Macks Inn, Idaho 83433

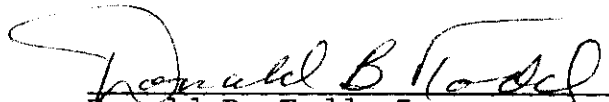
Michael D. Todd

P.O. Box 82
Macks Inn, Idaho 83433

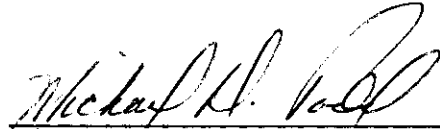
IN WITNESS WHEREOF, we have hereunto set our hands
this 2^d day of August, 1982.



Gerald B. Todd, Incorporator
1882 Lemon Heights Drive
Santa Anna CA 92703



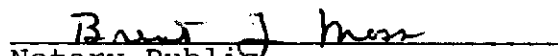
Donald P. Todd, Incorporator
P.O. Box 70
Macks Inn, ID 83433



Michael D. Todd, Incorporator
P.O. Box 82
Macks Inn, ID 38433

STATE OF IDAHO,)
(SS.
County of Madison.)

On this 2^d day of August, 1982, before me, a
Notary Public in and for said State, personally appeared GERALD
B. TODD, known to me to be the person whose name is subscribed
to the within instrument, and acknowledged to me that he
executed the same.


Notary Public
Residing at Rexburg, Idaho
My Commission expires: Life

(Seal)

STATE OF IDAHO,)
(SS.
County of Madison.)

On this 2^d day of August, 1982, before me, a
Notary Public in and for said State, personally appeared DONALD
B. TODD, known to me to be the person whose name is subscribed
to the within instrument, and acknowledged to me that he
executed the same.

Brent J. Men
Notary Public
Residing at Rexburg, Idaho
My Commission expires: Life

(Seal)

STATE OF IDAHO,)
 (SS.
County of Madison.)

On this 2^d day of August, 1982, before me, a
Notary Public in and for said State, personally appeared MICHAEL
D. TODD, known to me to be the person whose name is subscribed
to the within instrument, and acknowledged to me that he
executed the same.

Brent J. Men
Notary Public
Residing at Rexburg, Idaho
My Commission expires: Life

(Seal)