



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

PAYETTE LAKE CLUB

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 _____
PAYETTE LAKE 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 _____ June 14, 19 89.



Pete T. Cenarrusa
SECRETARY OF STATE

Lucy J. Clark
Corporation Clerk

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PAYETTE LAKE CLUB**

Jun 14 11 12 AM '89
SECRETARY OF STATE

ARTICLE I.

NAME

The name of this non-profit corporation shall be changed to the PAYETTE LAKE CLUB, INC.

ARTICLE II.

PURPOSE

The purpose of which this corporation is formed is all lawful purposes for which a non-profit corporation can be incorporated, including but not limited to the management of the Payette Lake Club grounds for the benefit of the Association members.

ARTICLE III.

TERM

The term for which this corporation is organized shall be perpetual.

ARTICLE IV.

MEMBERSHIP

Membership rights shall be granted to all parties listed as an official member of the corporation, as may be evidenced by a membership roster; however, such rights shall not be evidenced by membership certificates or shares of stock. The membership rights of all members shall be equal.

ARTICLE V.

MANAGEMENT

The corporation shall be managed by the Board of Directors, which shall be governed by these Articles and by the Bylaws of the corporation to be adopted by the corporation. The general officers of the corporation shall be the President, Vice-President and Secretary or Secretary-Treasurer.

ARTICLE VI.

AMENDMENTS

The Articles may be amended by a majority vote of the members present, or voting by proxy, at any regular or special meeting, providing written notice of the proposed amendment or amendments has been mailed to each member at his last-known address at least twenty (20) days in advance of the meeting.

PAYETTE LAKE CLUB, INC.

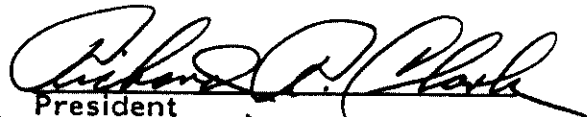
P.O. Box 2145 • Boise, Idaho 83701

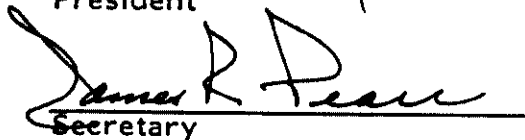
The annual meeting of the Payette Lake Club, Inc. was held in McCall, Idaho at the Corporation grounds on September 3, 1988, for the purpose of electing directors, voting on amended Articles of Incorporation and revised Bylaws and other business as was properly brought before the general membership.

More than twenty days prior to the Annual Membership Meeting, the Amended and Restated Articles of Incorporation were mailed to all voting members of the Corporation, together with the Resolution. This mailing included a summary of all changes to be effected by the amendment and these changes were thoroughly discussed with all members present at the Annual meeting. *Every Article was amended.*

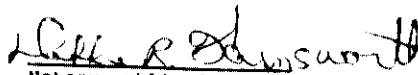
A quorum was present and the Articles amendment was approved unanimously by those voting members present. The Board of Directors, however, determined that a written vote of all voting members not present would be required and proceeded to mail proper forms to all such members. The final results were tabulated with 73% of all voting members in favor of the Amended and Restated Articles of Incorporation.

We, the duly elected, or appointed, qualified President and Secretary of the Payette Lake Club, Inc. of McCall, Idaho, do hereby certify and swear to the above:


President


Secretary

I, Richard A. Clark, a notary public, do hereby certify that on this 14th day of June, 19 89, personally appeared before me Richard A. Clark who, being by me first duly sworn, declared that he/she is the President of Payette Lake Club, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.


Notary public for Idaho
Residing at: Boise
My Commission Expires: 11-28-91

(Notarial Seal)