

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

THE COEUR D'ALENE COUNTRY CLUB AT HAYDEN LAKE, INC.

was filed in the office of the Secretary of State on the **twenty-seventh** day of **November** A.D. One Thousand Nine Hundred **Fifty-nine** and duly recorded on Film No. **109** 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 **Hayden Lake,** in the County of **Kootenai.**

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 **27th** day of **November**, A.D., 19**59**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
THE COEUR D' ALENE COUNTRY CLUB AT HAYDEN LAKE, INC.

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KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, citizens of these United States, of full legal age, and subscribers to one or more of the shares of the corporation to be organized, have this day voluntarily associated ourselves together for the purpose of writing and forming a corporation under the provisions of Title 30, Chapter I of the Idaho Code, being the general business corporation laws of the State of Idaho, and do hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of this proposed corporation shall be
THE COEUR D' ALENE COUNTRY CLUB AT HAYDEN LAKE, INC..

ARTICLE II.

The purpose of this corporation, in addition to those statutory powers as granted under the provisions of 30-114 Idaho Code, shall be:

1. To own, operate and conduct a country club for the recreational enjoyment for the member shareholders of this corporation.
2. To own, operate, conduct and maintain a golf course and a club house in connection therewith for the pleasure and recreation of the member shareholders of this corporation, and to further athletic exercises and sports and particularly the game of golf.

3. To promote and encourage for the social enjoyment and recreation of the shareholders hereof, the use and enjoyment of water sports, boating, fishing and to promote, encourage and educate its members in the principles of safety thereof.

4. To promote interest in hunting, trap shooting, skeet shooting, fishing, bait casting, boating, and other lawful sports in the aid of the protection of fish, birds and game, and to promote and provide social and athletic recreation for its members in conjunction and connection therewith. To provide shooting matches among its own members and members of other similarly constituted organizations for the benefit of the enjoyment, recreation and instruction and well being of its members.

5. To maintain, operate buildings, club houses and other structures as incidental to the above purposes and to sell, lease, mortgage or otherwise use and/or dispose of the same.

6. To conduct, maintain and operate a recreation youth center for the children of the members of the shareholders hereof for the purposes of educating and fostering the pleasure and recreation provided and advanced by this corporation.

7. To do and perform all and any acts or make any contract that may become necessary or convenient for the full and perfect enjoyment of carrying out the purposes aforesaid.

ARTICLE III.

As incidence to the express purposes of this corporation in the foregoing article and not for profit, to provide as accommodation for its members and their guests under such rules and regulations as the by-laws of this corporation may permit, to operate and maintain proper

facilities for the sale of food, liquor, sporting equipment, and to maintain and rent as an incident to the foregoing powers in the hereinbefore stated Article, rooms for rent for the use of and enjoyment of the members of said corporation.

ARTICLE IV.

The duration of this corporation shall be perpetual.

ARTICLE V.

The principal place of business of this corporation shall be at Hayden Lake, Kootenai County, State of Idaho.

ARTICLE VI.

The aggregate number of shares which this corporation is authorized to issue is 350 shares of common stock having no par value. 300 shares of such no par value stock may be issued from time to time without action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors, and the shares so issued, the full consideration for which has been paid, received or delivered, shall be deemed full paid stock, and the holder thereof shall not be liable for any further payment thereon except as assessments provided by these Articles further state.

ARTICLE VII.

The corporation shall have the power and authority to levy and collect assessments upon all of its subscribed, issued and outstanding capital stock in accordance with the provisions of 30-114 (g) Idaho Code.

ARTICLE VIII.

This corporation is organized under and pursuant to the provisions of Section 501 (c) (7) Internal Revenue Code of 1954, and in

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conformity with the provisions of Title 15, Section 77-C (4) United Code Annotated, and no part of the net earnings, if any, of said corporation shall inure to the benefit of any private shareholder, or shareholders or member hereof.

ARTICLE IX.

The number of directors who shall manage and conduct the affairs of this corporation shall be nine (9). One-third of said number, or three (3), shall be elected for a period of one (1) year; three of said number for a period of two (2) years; and three of said number for a period of three (3) years. Thereafter at each succeeding annual election meeting of the members of this corporation, there shall be three directors elected. No person can become a stockholder of this corporation until he has been duly accepted as a member of said corporation in accordance with the by-laws of this corporation, and no transfer of stock by any shareholder hereof shall be affected until the same shall have been with the approval of the Board of Directors of this corporation, authorized to have been transferred upon the books and records of this corporation.

ARTICLE X.

This corporation shall have a first and prior lien upon any and all of its outstanding shares of capital stock for any indebtedness owing by the owner of such stock to such corporation for any assessment, dues or other indebtedness. The lien thereon shall cover any indebtedness, whether due or to become due, whether now existing or which may hereafter be created, whether contingent or fixed, and whether primary or secondary.

ARTICLE XI.

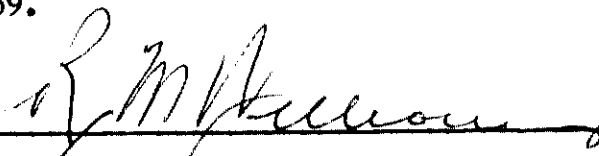


The By-Laws of this corporation shall prescribe the qualifications of shareholders and members of this corporation as to the terms and conditions of admission.

ARTICLE XII.

The names and post office addresses of each of the incorporators and the number of shares for which each subscribes, is as follows:

R. M. Williams, Hayden Lake, Kootenai County, Idaho, One (1) share
Hal Dixon, Spokane, Spokane County, Washington, One (1) share
O. W. Edmonds, Coeur d' Alene, Kootenai County, Idaho, One (1) Share.


IN WITNESS WHEREOF, we have hereunto set our hands and seals this 20th day of November, 1959.

STATE OF IDAHO)
) ss
County of Kootenai)

On this 20th day of November, 1959, before me, the undersigned Notary Public, personally appeared R. M. WILLIAMS, HAL DIXON and O. W. EDMONDS, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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


Notary Public in and for the State of
Idaho, residing at Coeur d' Alene.
My Commission expires 1/14/60.