

FILED
98 DEC 23 AM 8:51
SECRETARY OF STATE
STATE OF IDAHO

RESTATED
ARTICLES OF INCORPORATION
OF
LEWISTON GOLF AND COUNTRY CLUB, INC.

IDAHO SECRETARY OF STATE

12/30/1998 09:00
BY: JAMES W. CHASE, JR. 174597

10 20.00 30.00 ANNUAL FEE \$ 2

25792

FIRST: That the corporate name of this corporation shall be
"LEWISTON GOLF AND COUNTRY CLUB, INC."

SECOND: The purposes and objects for which said corporation is formed
are as follows:

- A. To promote, foster and encourage good fellowship and sportsmanship among the members of this organization;
- B. To provide its members with a club, recreation, reading, dining, refreshment and game rooms; to provide a place for members to meet socially and to encourage social activities and relations between its members;
- C. To promote and encourage outdoor sports and athletic activities;
- D. To promote, foster and encourage the playing of golf among the members of the organization and to provide said members with golfing grounds and facilities for the playing of golf, and to provide other recreational sports and games for said members;
- E. To lease, buy, acquire, own and hold any real and/or personal property in the State of Idaho, which may be requisite, necessary or convenient for its use for any of its purposes aforesaid, and capable of being used in connection with the objects and purposes of the association, and also to mortgage, hypothecate, transfer, lease, exchange, trade and/or dispose of any of such real and/or personal property whenever it shall be in the interests of the corporation to do so;

- F. To exercise generally any and all powers which are incidental to or are in furtherance of any of its purposes which are permitted to it under the laws of the state of Idaho, and not inconsistent with the provision of Chapter 3 of Title 30 of the Idaho Code, as now existing or hereafter amended governing Idaho non-profit corporations.

The foregoing clauses, by reason of the specific enumeration of such powers, shall not be held to restrict the power of the corporation to do any act or thing within the purview of its general purposes.

THIRD: The number of Directors of the Board of Directors of the corporation shall be seven (7) and the number of Directors of the corporation may be changed as designated in the Bylaws of the corporation. Only individual persons may be directors and no person shall be deemed qualified to hold office as a director of the corporation unless they are a Voting Member or the spouse of a Voting Member in good standing at the time of their nomination, election, or appointment and during the entire tenure of the term for which they are elected to serve as director of the corporation.

Directors shall be elected in such manner and for such terms as shall be provided in the Bylaws of the corporation.

FOURTH: The corporation shall have its principal place of business in Nez Perce County, Idaho. The principal offices of the corporation are located at 3985 Country Club Drive, Lewiston, Idaho 83501 and the registered agent of the corporation shall be Laverne Johnson.

FIFTH: The term for which the corporation shall exist shall be perpetual.

SIXTH: The corporation shall have members and may issue memberships as set forth from time to time in its Bylaws. The corporation may issue memberships only to natural persons and no membership may be held, issued or transferred to any corporation, trust, limited liability company, limited or general partnership or organization of any kind. The corporation shall not issue more than one (1) membership to any person.

SEVENTH: The corporation shall have as officers a President, a Vice President, a Secretary and a Treasurer, who shall be elected in such manner and for such terms as shall be provided in the Bylaws of the corporation.

EIGHTH: The Bylaws of the corporation shall, in addition to other provisions as may be required by law, provide for:

- A. The number, qualification and classification of members and terms and conditions of admission to membership.
- B. The method, procedures and effect of expulsion, suspension or withdrawal from and of restoration to membership.
- C. The method and procedure for the transfer of certain memberships upon the death or withdrawal of a member.
- D. A method for determining fees for admission, assessments or dues to carry on the business of the corporation and reimbursement for services rendered and expenses incurred by the corporation for its members; and
- E. Other regulations not repugnant to the laws of the state and consistent with the objects of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of
Lewiston Golf and Country Club, Inc., this 2nd day of December, 1998.

By: Susan Mahan
President

By: Ti Meason
Secretary

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 2 day of Dec, in the year 1998, before me, a Notary Public
in and for said State, personally appeared Susan Mahan and Tim Meason,
known to me to be the President and Secretary of the corporation that executed the instrument or
the person who executed the instrument on behalf of said corporation, and acknowledged to me
that such corporation executed the same.

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

Deanne Johnson
Notary Public in and for the
State of Idaho, residing at
Clarkston WA therein.
My Commission Expires: 7/2000

98 DEC 23 AM 8:52
SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF CHANGE OF REGISTERED AGENT

OF

LEWISTON GOLF AND COUNTRY CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the Lewiston Golf and Country Club, Inc., pursuant to the provisions of Idaho Code § 30-3-31 and by authority of its Board of Directors, does hereby change its registered agent by removing its current registered agent, V. Thomas Smith and hereby appointing Laverne Johnson of 3985 Country Club Drive, Lewiston, Idaho as its new registered agent in the State of Idaho, upon whom process issued by authority of or under any law of the State of Idaho may be served. After said change the street address of the corporations registered office and the office of its registered agent are identical.

IN WITNESS WHEREOF the corporation has caused this Statement of Change of Registered Agent to be executed and verified by its President on this 17th day of November, 1998.

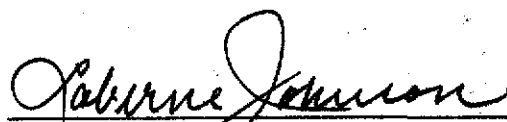
LEWISTON GOLF AND COUNTRY CLUB, INC.

By: Susan Mahan
President

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 17th day of November, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared, Susan Mahan, known to me to be the President of the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

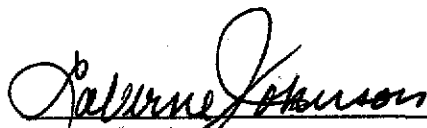
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.


Notary Public in and for the State of Idaho
residing at Clarkston WA therein.
My Commission Expires: 7-2000

CONSENT TO APOINTMENT

I, Laverne Johnson, hereby consent to my appointment as the registered agent of the
Lewiston Golf and Country Club, Inc.

DATED this 2 day of Dec, 1998.


Laverne Johnson

SECRETARY'S CERTIFICATION

I, the undersigned, being the Secretary of the Lewiston Golf and Country Club, hereby certify that the foregoing Restated Articles of Incorporation contains amendments to the Articles of Incorporation requiring approval by the Board of Directors and Voting Members.

At a meeting duly and regularly held in Lewiston, Nez Perce County, State of Idaho on the 2nd day of December 1998 there were _____ memberships outstanding and _____ votes entitled to be cast. 181 votes were cast on the proposed Restated Articles of Incorporation, of which, 162 votes to adopt said Restated Articles and 16 votes against said adoption. The affirmative votes to adopt said Articles constitutes more than two-thirds (2/3) of the votes cast or a majority of the voting power. Further, said Articles were duly and regularly adopted by unanimous affirmative vote of the Board of Directors of said corporation at a meeting duly and regularly held in Nez Perce County, State of Idaho, on the 17 day of Nov., 1998 sufficient for approval of said Restated Articles of Incorporation and we hereby assent to, ratify and adopt said Restated Articles of Incorporation as the Restated Articles of Incorporation of the Lewiston Golf and Country Club, Inc.

Dec _____, 1998. IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2 day of

By: T. L. Mason
Secretary, Lewiston Golf and Country Club, Inc.