

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

PAYETTE LAKES TENNIS CLUB, INC.

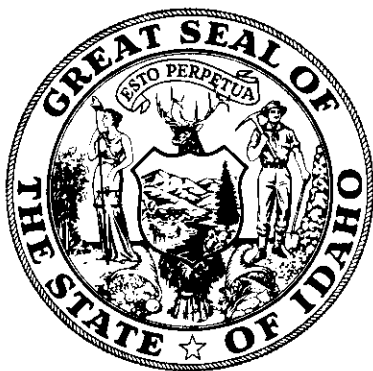
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PAYETTE LAKES TENNIS 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 September 19, 19 83.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF

PAYETTE LAKES TENNIS CLUB, INC.

SEP 19 2 28 PM '83
SECRETARY OF STATE

The undersigned hereby associate together for the purpose of forming a nonprofit corporation under the laws of the state of Idaho (Title 30, Chapter 3, Idaho Code) for the purpose of establishing a recreation association for the exclusive benefit of the members.

I

The name of this corporation shall be Payette Lakes Tennis Club, Inc.

II

This corporation shall exist in perpetuity.

III

The name and post office address of the registered agent of this corporation is Richard Hormaechea, 1120 Houston Road, Boise, Id, 83706.

IV

This corporation is formed to provide facilities operated exclusively for pleasure, recreation and other nonprofitable purposes as described in Section 501(c)(7), Internal Revenue Code, including the following:

1. To acquire and develop property.
2. To manage and regulate the ownership and use of the property to be acquired.
3. To protect the interests of those persons who acquire membership.
4. To encourage frequent consultation among its members for the promotion of their common interests;
5. To adopt standards of conduct for the ongoing use of the premises and secure and obtain compliance therewith by its members and other persons, firms or corporations.
6. To hold title, legal or equitable, to property of any nature in trust for itself or to carry out any purpose incidental to its powers, and to sell or encumber any such property.

7. To solicit, receive and expend the proceeds of any fees, donations, bequests and legacies for any purpose for which this corporation is formed.

8. To enter into such contracts and to incur such obligations as are consistent with its powers, objects and purposes, but the private property of the officers, directors and members of the corporation shall not be, and no officer, director or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

9. It is intended that this corporation shall qualify as a corporation organized and operated exclusively for pleasure, recreation and other nonprofitable purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and that it shall be exempt from taxation, and particularly Federal Income Taxation under Section 501(c)(7), Internal Revenue Code of 1954, and any amendments thereto.

It is the intention of the incorporators that the foregoing clauses shall be construed both as objects and purposes and shall not be construed to limit or restrict in any manner the powers of this corporation. This corporation shall have the power to do all and everything necessary, suitable, convenient and proper for the accomplishment of its purposes and which are permitted under the laws of the state of Idaho, to the same extent and as fully as a natural person might or could do.

V

This corporation shall be governed by a Board of Directors of not less than three (3) persons, the exact number to serve on such Board to be specified in the Bylaws.

VI

The Board of Directors may meet and transact the business of the corporation at such place as they may designate.

VII

The rights and interests of all members of this corporation shall be equal and no member can have or acquire a greater interest therein than any other member. Membership shall consist of individuals, partnerships or corporations. Membership in this corporation may be acquired and continued in such manner and upon such terms and conditions as shall be prescribed by the Bylaws.

VIII

This corporation shall issue a membership certificate to each member, which certificate cannot be assigned except by resolution of the Board of Directors and under such regulations as the Bylaws may prescribe.

IX

No dividends of any kind or nature shall ever be declared and no member shall ever receive any pecuniary profit from membership in this corporation, it being expressly provided that this shall be a nonprofit corporation, organized and operated exclusively for pleasure, recreation and other non-profitable purposes.

X

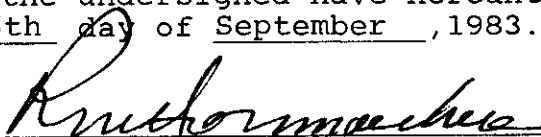
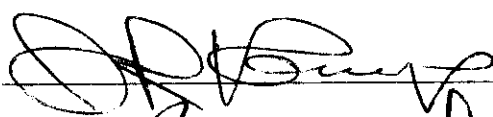
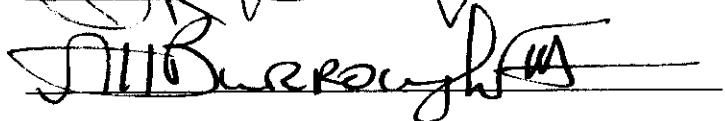
The Bylaws of this corporation may be repealed, amended, altered or new Bylaws adopted by an affirmative vote of not less than a three-fourths (3/4) majority of the members at any annual meeting or at any special meeting of the members called for that purpose, or by written consent, duly acknowledged in the same manner as conveyances of real property are required to be acknowledged, which written consent may be in more than one instrument.

XI

The names and addresses of the incorporators and the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Richard Hormaechea	1120 Houston Rd. Boise, Idaho 83706
J. R. Kemp	8 Mesa Vista Drive Boise, Idaho 83705
A. H. Burroughs, III	1617 Claremont Drive Boise, Idaho 83702

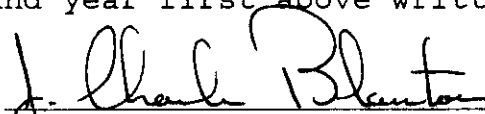
IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 6th day of September, 1983.

STATE OF IDAHO)
) ss.
County of Ada)

On this 6th day of September, 1983, before me, a notary public in and for said county and state, personally appeared Richard Hormaechea, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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



NOTARY PUBLIC for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 6th day of September, 1983, before me, a notary public in and for said county and state, personally appeared J. ~~K.~~ Kemp, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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




NOTARY PUBLIC for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 6th day of September, 1983, before me, a notary public in and for said county and state, personally appeared A. H. Burroughs, III, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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



NOTARY PUBLIC for Idaho
Residing at Boise, Idaho