

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

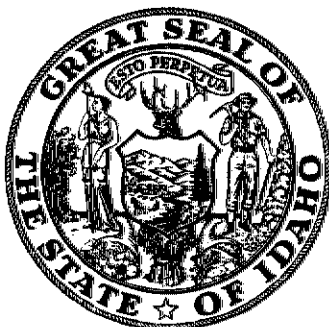
CAVANAUGH BAY RESORT, INC.

File number C 110676

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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: May 19, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl R. Riehl*

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ARTICLES OF INCORPORATION

OF

CAVANAUGH BAY RESORT, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporations Act, adopt the following Articles of Incorporation for such corporation:

I

The name of the corporation is: CAVANAUGH BAY RESORT, INC.

II

The purposes for which the corporation is formed are as follows: To own and operate a business having as its principal purpose the ownership and operation of a resort and marina and any other lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

The corporation hereby formed shall have the power to purchase, lease or otherwise acquire by bequest, devise, gift or other means and to hold, own, manage or develop, and to mortgage, deed in trust, sell, convey, option or otherwise dispose of real or personal property of every class and description and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation.

To enter into and perform all matter and kinds of contracts, agreements, and obligations for any lawful purpose by or with any person, firm, association, corporation or governmental division or sub-division.

ARTICLES OF INCORPORATION

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To hire and employ agents, servants, and employees; to enter into agreements of employment, and act as an agent, contractor, or otherwise, either alone or in company with others.

To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations. To carry on any business whatsoever that this corporation may deem proper and convenient in connection with the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly to improve the interest of this corporation, and to do all things and to have and to exercise all powers conferred by the laws of the State of Idaho on the corporation formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid to the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, not be limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific power shall not be construed as to limit in any manner the aforesaid general powers, but are a furtherance of, in addition to, and not a limitation of said general powers.

III

The period of existence of this corporation shall be perpetual.

IV

The location and post office address of the registered office of the corporation in the State of Idaho is Route 1, Box 44G, Athol, ID 83801. The name of the registered agent at that address is Trent A. Presley.

V

The total authorized number of no par value shares of stock is one thousand (1,000).

VI

The name and post office address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Michael J. Bibin	1620 Northwest Blvd. Bldg. B Coeur d'Alene, Idaho 83854

VII

The business of the corporation shall be managed and conducted by a Board of Directors comprised of not less than two (2) and not more than five (5) persons. The Board of Directors shall be elected in the manner set forth in the By-Laws. All actions of the Board must be authorized by the vote of not less than a majority of a quorum of directors.

The Board of Directors shall have authority to issue bonds, debentures, or other obligations of the corporation from time to time for any of the objects or purposes of the corporation and to secure them by mortgage, deed of trust, or pledge of any or all of the real and personal property, rights, privileges, and franchises of the corporation whatsoever situated, acquired, and to be acquired, and to sell or otherwise dispose of any or all of such obligations in any manner and on such terms as the Board of Directors may deem proper.

The corporation shall have the power to purchase, receive, redeem, or otherwise acquire, own, hold, sell, mortgage, pledge, or otherwise acquire or dispose of and otherwise use and deal in and with its own shares of stock.

VIII

ARTICLES OF INCORPORATION

A. Power to Indemnify - Third Party Actions. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than any action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Power to Indemnify - Actions Brought in the Right of the Corporation. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and

reasonably entitled to indemnification for such expenses which such court shall deem proper.

C. Right to Indemnification. Any indemnification under clauses (A) and (B) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in clauses (A) and (B). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

E. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in clause (D) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

F. Savings Clause. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

G. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

IX

In addition to the powers and authority granted to the directors in the Articles of Incorporation and in addition to the powers and authority expressly conferred upon them by statute, the Board of Directors of the corporation shall have additional powers and authority not inconsistent with law as may be set forth in the By-Laws.

X

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the By-Laws.

XI

The initial Board of Directors is composed of the following persons whose address is specified opposite his or her name:

<u>Name</u>	<u>Address</u>
Trent A. Presley	Route 1, Box 44 G Athol, Idaho 83801
Rae Ann Robertson	P.O. Box 462 Redwood Valley, CA 95470

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of May, 1995.



Michael J. Bibin

STATE OF Idaho

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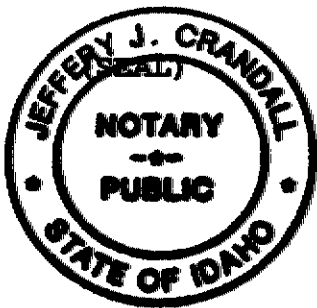
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COUNTY OF Kootenai

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On this 18th day of May, 1995, before me the undersigned NOTARY PUBLIC, in and for the State of Idaho, personally appeared Michael J. Bibin, known to me to be the person whose signature appears in the foregoing document and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date last-above written.



Jeffery J. Crandall
Notary Public in and for the
State of Idaho
Residing at: Coeur d'Alene, ID
Commission Expires: 11/3/2000