

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PLEASANT VALLEY GOLF COURSE ASSOCIATION, INC.

File number C 109031

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 PLEASANT VALLEY GOLF COURSE ASSOCIATION, 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: January 13, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

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ARTICLES OF INCORPORATION

OF

PLEASANT VALLEY GOLF COURSE ASSOCIATION, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation.

**ARTICLE I
NAME**

The name of the Corporation is ***PLEASANT VALLEY GOLF COURSE ASSOCIATION, INC.***

**ARTICLE II
NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The location of this Corporation is near the City of Kimberly, County of Twin Falls, State of Idaho. The address of the initial registered office is 3225 North 3468 East, Kimberly, Idaho 83341, and the name of the initial registered agent at this address is Carl H. Feldhusen.

**ARTICLE V
PURPOSES**

The purposes for which the Corporation is organized and will be conducted are as follows:

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A. To construct, maintain and operate a golf course, and to provide other related services for the benefit of the Corporation's members.

B. To have and exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except for legislation relating to or affecting the purposes set forth in Article V hereof. The Corporation shall not participate in, or intervene in (including by the publishing or distribution statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities unless permitted to be carried on by a corporation exempt from federal income tax under an applicable provision of Section 501(c) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the Bylaws and the management authority that these Articles grant the Board of Directors of the Corporation. Any person or entity may become a member of the Corporation upon payment of the annual dues and any assessments fixed by the Board of Directors, and acceptance of the person as a member according to the Bylaws.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than nine (9) individuals, each of whom, at all times, shall be a member of the Corporation. The actual

number of Directors shall be fixed by the Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing members in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

Ellen Huettig
1369 South 2000 East
Hazelton, ID 83335

Myron Huettig
1369 South 2000 East
Hazelton, ID 83335

Richard L. Yankey
212 Deere St.
Twin Falls, ID 83301

Carl H. Feldhusen
3468 East 3225 North
Kimberly, ID 83341

Ray Denney
3407A North 3300 East
Kimberly, ID 83341

Sue Feldhusen
311 Main South
Kimberly, ID 83341

Walter P. Freestone
3774 East 3200 North
Hansen, ID 83334

Terry Cummins
426 Carriage Lane
Twin Falls, ID 83301

ARTICLE IX MEMBERSHIP DUES

Membership dues or assessments may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such dues or assessments. The Board of Directors is authorized to fix the amount of dues or assessments from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe. The Board of Directors is authorized to assess new members amounts which could have been previously assessed if the new member had been a member from the time of the first assessment made by the Board on any member.

ARTICLE X DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute

all of the assets of the Corporation to members who have paid the last membership assessment in proportion to the total assessments paid by those members, or as is otherwise consistent with the purposes of the Corporation.

**ARTICLE XI
INCORPORATOR**

The name and street address of the incorporator is:

Carl H. Feldhusen
3468 East 3225 North
Kimberly, ID 83341

**ARTICLE XII
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 11th day of January, 1995.



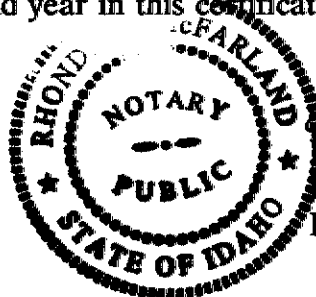
Carl H. Feldhusen


STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 11th day of January, 1995, before me, the undersigned, a notary public in and for said county and state, personally appeared Carl H. Feldhusen, known to me to be the person whose name is subscribed to the foregoing 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.

(HOHN\41231ART.105)





NOTARY PUBLIC FOR IDAHO
Residing at: Twin Falls, ID
My Commission Expires: 9/25/99