



CERTIFICATE OF INCORPORATION  
OF

**OSPREY AT HARBOR CENTER, INC.**

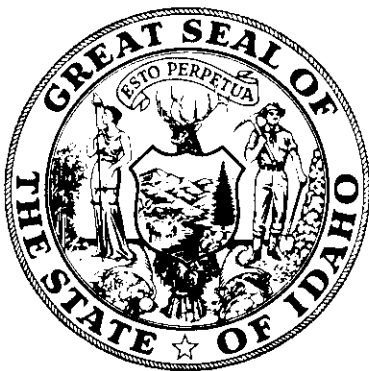
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**OSPREY AT HARBOR CENTER, INC.**

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: **March 12, 1984**



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION OF  
OSPREY AT HARBOR CENTER, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, hereby adopt the following:

ARTICLES OF INCORPORATION

I.

The name of the corporation is OSPREY AT HARBOR CENTER, INC.

II.

The general nature of the business of this corporation is: to operate a restaurant and lounge business including but not limited to the sale of liquor by the drink and other alcoholic beverages;

To deal in the purchase and sale of various evidences of indebtedness in connection with real and personal property; further,

To manufacture, produce or otherwise acquire, mortgage, pledge, assign, transfer, or otherwise dispose of, and to invest, trade, deal in and with, goods, wares, merchandise, real and personal, of every class and description, and to engage in any commercial, industrial, or agricultural enterprise adjudicated to be profitable to this corporation and in conformity with the laws of the State of Idaho;

To issue stocks and/or bonds, to raise necessary capital to carry out the effect thereof; to own, buy, sell,

1 lease, mortgage, pledge, and hypothecate, or in anyway to  
2 encumber real and/or personal properties; to execute and  
3 deliver instruments necessary therefor; to borrow money; to  
4 buy, sell, trade or in any way deal with stock of this  
5 corporation or of any other corporation; and

6 To engage in all and any business contemplated and  
7 within the purview of Idaho Code Section 30-101 and subsequent  
8 sections to Title 30, Idaho Code.

9 III.

10 The duration of this corporation shall be perpetual.

11 IV.

12 The location of the registered office of this  
13 corporation in the State of Idaho is at 1001 Spokane Street,  
14 Post Falls, Idaho 83854. The name of the registered agent of  
15 the corporation at that address is Judd & Judd, P.A., whose  
16 mailing address is P.O. Box 999, Post Falls, Idaho 83854.

17 V.

18 The total number of par value shares authorized is  
19 two hundred fifty thousand (250,000) shares of non-assessable,  
20 voting common stock having a par value of One (\$1.00) Dollar  
21 per share. The aggregate par value of the total authorized  
22 number of par value shares is Two hundred fifty thousand  
23 (\$250,000.00) Dollars. The company is permitted to purchase  
24 its own stock.

25 VI.

26 The holders of shares of any class of the  
27 corporation's stock shall have the first right, during a

1 reasonable time to be fixed by the board of directors, to  
2 purchase shares of the same class authorized for sale by the  
3 corporation, in proportion to their respective holdings of  
4 shares of such class at a price to be fixed by the board of  
5 directors.

6 VII.

7 The name and post office address of each incorporator  
8 is as follows:

| 9 <u>NAME</u>    | <u>ADDRESS</u>               |
|------------------|------------------------------|
| 10 James F. Judd | P.O. Box 999, Post Falls, ID |
|                  | 11 83854                     |

12  
13 VIII.

14 The following provisions are adopted for the purpose  
15 of further defining, limiting and regulating the business of  
16 the corporation, its directors and stockholders:

17 (a) The Board of Directors herein named is expressly  
18 authorized to adopt the initial Bylaws of this corporation.  
19 Thereafter, the Board of Directors is authorized, without the  
20 consent of the stockholders, to alter, amend and rescind the  
21 bylaws of the corporation; provided, however, that it is not  
22 empowered to alter, amend or rescind any bylaws relative to the  
23 number of directors of this corporation, their qualifications,  
24 the method and manner of voting for their selection, the terms  
25 of their offices or their compensation, and it shall not  
26 abrogate the shareholders' right to exclusive control of these  
27 matters.

(b) Additional powers may be conferred upon the board of directors of the corporation from time to time by its bylaws or by vote of a majority of the stockholders at a regular or special meeting called for that purpose, and any powers so given may be revoked in the same manner, except insofar as they may have been exercised before revocation.

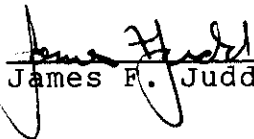
(c) Directors and officers of the corporation need not be residents of the State of Idaho nor shareholders of the corporation.

IX.

The name and address of each of the initial Board of Directors who shall serve as Directors until the first annual meeting of the membership or until their successors are duly elected and qualified are as follows:

| <u>NAME</u>     | <u>ADDRESS</u>                |
|-----------------|-------------------------------|
| Alfred J. Bowen | Box 508, Post Falls, ID 83854 |
| Cheryl A. Bowen | Box 508, Post Falls, ID 83854 |

IN WITNESS WHEREOF, these Articles of Incorporation are executed this 9<sup>th</sup> day of March, 1984.

  
James F. Judd

STATE OF IDAHO )  
                  ) ss.  
County of Kootenai )

On this 9<sup>th</sup> day of March, 1984, before me a Notary Public, personally appeared JAMES F. JUDD, known or identified

1 to me to be the person whose name is subscribed to the  
2 foregoing instrument and acknowledged to me that he executed  
3 the same.

4 

5 Notary Public for Idaho  
6 Residing at Post Falls  
7 Commission expires: Life  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27