

FILED EFFECTIVE

2003 JUN 23 AM 8:53

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

FAIRWAY GOLF & GRILL, INC.

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

FIRST: The name of the corporation is Fairway Golf & Grill, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is to conduct the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate amount of shares which the corporation shall have the authority to issue is Fifty Thousand (50,000), all of one class, One Dollar (\$1.00) par value.

FIFTH: Provisions denying preemptive rights are: NONE

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: NONE.

SEVENTH: The address of the initial registered office of the corporation is 900 Golf Course Road, St. Maries, Idaho, 83861, and the name of its initial registered agent at such address is Anthony George DeNapoli.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is two (2), and the names and addresses of the persons who are to serve

IDAHO SECRETARY OF STATE
06/23/2003 05:00
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ARTICLES OF INCORPORATION - 1

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as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME:

ADDRESS:

Anthony George DeNapoli

900 Golf Course Road
St. Maries, Idaho 83861

Phyllis Carolyn DeNapolie

900 Golf Course Road
St. Maries, Idaho 83861

NINTH: The name and address of each incorporator is:

NAME:

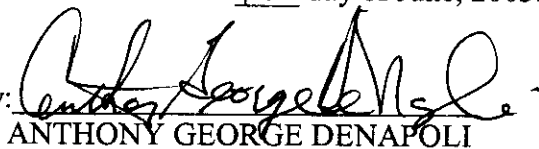
ADDRESS:

Anthony George DeNapoli

900 Golf Course Road
St. Maries, Idaho 83861

DATED this 19 day of June, 2003.

By:



ANTHONY GEORGE DENAPOLI

STATE OF IDAHO)
) ss.
County of Benewah)

On this 19th day of June, 2003, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Anthony George DeNapoli, known or identified 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.



Angela K. Pray
Notary Public in and for Idaho
Residing at: St. Maries, Idaho
Commission expires: 9-26-06