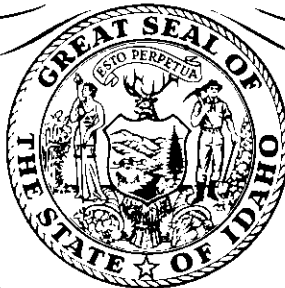


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

**YACHT CLUB OF COEUR D'ALENE, INC.,**

was filed in the office of the Secretary of State on the **Third** day of **August** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **120** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

**Coeur d'Alene,** in the County of **Kootenai.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **3rd** day of **August**, A.D., 19 **62**

Secretary of State.

ARTICLES OF INCORPORATION  
YACHT CLUB OF COEUR D'ALENE, INC.,  
an Idaho Corporation

We, the undersigned, being of legal age, citizens of these United States, do, pursuant to the provisions of Title 30, Chapter 1, Idaho Code, as amended, and the related provisions thereof, hereby adopt and set forth the following Articles of Incorporation:

I.

The name of the proposed corporation is  
YACHT CLUB OF COEUR D'ALENE, INC.

II.

The purposes of said corporation are:

1. To have, exercise and possess all those rights and privileges conferred under and by virtue and pursuant to the provisions of 30-114 Idaho Code.

2. To purchase, establish, and operate a resort and recreational facilities, park, hotels, motor motels, cottages, restaurants, dock facilities, boat liveries for the convenience and entertainment of the public, and to provide and operate in connection therewith boat landings, to furnish boats and motors for sale, lease or rental, to operate and maintain swimming docks, sporting goods stores and all related services incidental thereto, connected therewith and necessary for the carrying out of the purposes herein stated.

3. As principal agent or broker, or otherwise, to buy, sell, exchange, lease, let, grant or take license in respect to the improvement, development, repair, management, maintenance and operation of real property of every kind and character; to build, construct, erect homes and cottages and, generally, to do everything suitable and proper

in conducting the operation of a real estate development and real estate promotion business in all its branches and departments; to buy, sell, own, acquire, pledge, mortgage and hypothecate real and personal properties, including, without limitation thereof, the right to buy, sell and own stock in corporations, including the right to buy, sell and own capital stock of this corporation.

4. To conduct, maintain and operate a marine service business, including boat and motor repairs.

5. To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account real estate; to purchase, lease, build, construct, occupy and manage buildings of every kind and character whatsoever; to enter into contracts with other corporations for the purposes of improving, developing, leasing, exchanging, selling or improving real estate.

6. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the purposes and powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals. and to do every act or acts, thing or things incidental or appurtenant thereto, growing out of or connected with the aforesaid objects or purposes or any part of parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

### III.

The existence of this corporation shall be perpetual.

### IV.

The location and post office address and the registered office of the corporation in the State of Idaho is Blackwell Island, Kootenai County, Coeur d'Alene, Idaho.

### V.

The total authorized number of \$100 par value shares

to be issued by said corporation is 5,000. The aggregate par value of the total authorized number of par value shares is \$500,000.00.

VI.

The stock of the corporation is divided into 5,000 shares of common stock, which shall have and retain the voting rights of said corporation.

VII.

It shall not be a condition precedent for a person to be a director or officer of said corporation, to be a stockholder thereof.

VIII.

The name and post office address of each of the incorporators and the number and class of shares which each has subscribed are as follows:

| <u>Name</u>       | <u>Address</u>                    | <u>Number of Shares</u><br><u>\$100 par value common</u> |
|-------------------|-----------------------------------|--|
| J. E. Hall        | E. 10602 Chinook, Spokane, Wn.    | 2,600  |
| Florence Ann Hall | E. 10602 Chinook, Spokane, Wn.    | 1  |
| E. L. Miller      | P.O.Box 871, Coeur d'Alene, Idaho | 1  |

IX.

The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

X.

The directors shall have the power to make and to alter or amend the by-laws, to fix the amount to be reserved as working capital, and to authorize and cause to be executed mortgages and liens without limit as to amount upon any of the properties or franchises of said corporation. With the consent in writing and pursuant to the statutes of the State of Idaho, the directors shall have authority to dispose of, in any manner, the whole property of this corporation. The by-laws shall determine whether and to what extent the accounts and books of this corporation, or any of them, in accordance

with the laws of the State of Idaho, shall be open for inspection by stockholders and directors and, except as the laws of the State of Idaho do confer said right, the right to inspect any account, book or document of this corporation shall be subject to the provisions of the by-laws of this corporation.

XI.

Stockholders and directors shall hold their meetings at such times and places and the books, records and documents of said corporation shall be kept at such places as provided by the by-laws of said corporation.

XII.

The number of directors of this corporation shall be three, subject to such further provisions as may be made by the by-laws of the corporation.

XIII.

We the undersigned for the purposes of forming a corporation under the laws of the State of Idaho do make, file and record these certificates and articles and do hereby certify that the foregoing facts and statements are true and we have accordingly hereunto set our respective hands and seals.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30 day of June, 1962.

  
\_\_\_\_\_  
J. E. Hall

  
\_\_\_\_\_  
Florence Ann Hall

  
\_\_\_\_\_  
E. L. Miller

STATE OF IDAHO       )  
                          :       ss.  
County of Kootenai )

On this 20 day of June, 1962, before me,  
the undersigned Notary Public, personally appeared  
J. E. HALL, FLORENCE ANN HALL and E. L. MILLER, known  
to me to be the persons whose names are subscribed to  
the foregoing Articles of Incorporation, and acknowledged  
to me that they executed the same.

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

Ray F. Lodge  
Notary Public for Idaho,  
residing at Coeur d'Alene.  
My commission expires 1-27-65