

# State of Idaho

## Department of State

CERTIFICATE OF INCORPORATION  
OF

RED PHEASANT GOLF CLUB, INC.  
File number C 113694

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: February 8, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

JAN 25 8 34 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

FEB 8 4 31 PM '96  
SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
RED PHEASANT GOLF CLUB, INC.**

The undersigned, being over the age of eighteen (18) years, for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certifies and adopts the following Articles of Incorporation.

**ARTICLE I**

Name and Duration

The name of this corporation shall be **RED PHEASANT GOLF CLUB, INC.**, and its existence shall be perpetual.

**ARTICLE II**

Purposes and Powers

This corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as amended.

**ARTICLE III**

Preemptive Rights

Shareholders of this corporation shall not have preemptive rights to acquire additional shares offered for sale by this corporation.

**ARTICLE IV**

Cumulative Voting

Shareholders of this corporation shall not have cumulative voting rights

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ARTICLE V

Registered Agent and Office

The registered agent of this corporation and the street address of the registered office of this corporation are as follows:

Registered Agent

Steve St. Clair

Registered Office Address

533 Park Avenue  
Lewiston, Idaho 83501

ARTICLE VI

Shares

1. The aggregate number of shares which this corporation shall have authority to issue is 150,000 shares, of which 100,000 shares shall be Common Stock having a par value of One Dollar (\$1.00) per share and 50,000 shares shall be Preferred Stock having a par value of One Dollar (\$1.00) per share. Cumulative voting rights shall not exist with respect to any shares of stock of securities converted into shares of stock of the Corporation.

2. This corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available, as well as from the unreserved and unrestricted earned surplus available.

3. The Board of Directors is hereby authorized, subject to the limitations prescribed by law and the provisions hereof, at its option, from time to time, to divide all or any part of the Preferred Stock into series thereof, to establish from time to time the number of shares to be included in any such series, and to fix the designation, powers, preferences and rights of the shares of each such series and qualifications, limitations or restrictions thereof, and to determine variations, if any, between any series so established, but all shares of the same class shall be identical except as to the following relative rights and preferences as to which there may be variations between series:

- (a) the number of shares constituting each such series and the distinctive designation of such series;
- (b) the rate of dividend, if any,

(c) whether or not such series shall be redeemable and, if so, the terms and conditions upon which shares of such series shall be redeemable, including the date or dates after which they shall be redeemable, and the amount per share payable in cases of redemption, which amount may vary under different conditions and at different redemption dates;

(d) the rights, if any, of such series in the event of dissolution of the Corporation or upon any distribution of the assets of the Corporation, including with respect to voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of such series,

(e) the extent, if any, to which such series shall have the benefit of any sinking fund provisions for redemption or purchase of shares,

(f) whether or not the shares of such series shall be convertible and, if so, the terms and conditions of which shares of such series shall be so convertible; and

(g) the voting rights.

## ARTICLE VII

### Directors

1. The initial director of this corporation shall be one in number and his name and address is as follows.

<u>Name</u>	<u>Address</u>
Steve St. Clair	533 Park Avenue Lewiston, Idaho 83501

2. The term of the initial director shall be until the first annual meeting of the shareholders of this corporation and until his successor or successors are elected and qualified.

3. To the fullest extent now or hereafter permitted by applicable law, a director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages arising from any conduct as a director, except:

- (a) for any breach of the Director's duty of loyalty to the corporation or its shareholders;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) for any transaction from which the director derived an improper personal benefit; or
- (d) if required by statute, failing to meet the standards set forth in Idaho Code Section 30-1-48.

Any repeal or modification of the foregoing paragraph by the shareholders of this corporation shall not adversely affect any right or protection of a director of this corporation existing prior to the time of such repeal or modification.

4. At such time when the Board of Directors shall consist of nine (9) members, in lieu of electing the whole number of Directors annually, the directors shall be divided into three (3) classes, each class to contain three members, the term of office of Directors of the first class to expire at the first annual meeting of shareholders after the election, that of the second class to expire at the second annual meeting after their election, and that of the third class to expire at the third annual meeting after their election. At each annual meeting after such classification the number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the third succeeding annual meeting, if there be three (3) classes.

## ARTICLE VIII

### Indemnification

This corporation shall provide any indemnification allowed by the Idaho Business Corporation Act and shall indemnify directors, officers, agents and employees as follows:

1. To the fullest extent now or hereafter permitted by applicable law, this corporation shall indemnify its officers and directors whether they are serving the corporation or, at its request, any other entity, as an officer, director or in any other capacity.

2. This corporation shall indemnify other employees and agents to the extent as may be authorized by the Board of Directors or the Bylaws and be permitted by law, whether the employees and agents are serving this corporation or, at its request, any other entity.

3. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such Bylaws, resolutions or contracts in implementing such provisions, including, but not limited to, implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law.

4. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any statute, provision or the Articles of Incorporation, Bylaws or other agreements.

5. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

#### ARTICLE IX

##### Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Steve St. Clair	533 Park Avenue Lewiston, Idaho 83501

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation in duplicate this 18 day of January, 1996.

  
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STEVE ST. CLAIR, Incorporator

**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

I, **STEVE ST. CLAIR**, consent to serve as registered agent in the State of Idaho for the following corporation: **RED PHEASANT GOLF CLUB, INC.**

I understand that, as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer(s) of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

7/18/96  
Date

STEVE ST. CLAIR  
STEVE ST. CLAIR