

## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

**KOOTENAI AMATEUR BOXING CLUB, INC.,**

was filed in the office of the Secretary of State on the **17th** day  
of **October** A. D. One Thousand Nine Hundred **Seventy Five** and  
will be  
/ is duly recorded on ~~film~~ **microfilm** 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 and  
Sections 30-1001 to 30-1005, inclusive, 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  
**Post Falls, Idaho** in the County of **Kootenai** .  
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-  
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **17th** day of **October**  
A.D., 19<sup>75</sup> .

Secretary of State.

NOV 4 - 1974

WM. SWACKHAMER, SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
LAKE CREST CORPORATION

*Wm. Swackhamer*  
No. 3383-74

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens of the United States of legal age, are desirous of associating ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Nevada, and that we have for this purpose adopted, and we do hereby adopt, certify, agree and declare the following to be our Articles of Incorporation and Agreement, to-wit:

ARTICLE I.

NAME

The name of the Corporation hereby formed shall be LAKE CREST CORPORATION.

ARTICLE II.

BUSINESS ADDRESS

The principal place of business in the State of Nevada shall be located at the offices of The Summit Corporation, 376 Fifth Street, Elko, Elko County, State of Nevada, and the corporation shall have such other place or places of business as The Board of Directors may by By-laws or resolution designate.

ARTICLE III.

PURPOSES

The business and pursuit of this Corporation is and shall be:

FIRST: To purchase, acquire, own, hold, use, lease, either as Lessor or Lessee, rent, sublet, grant, sell, exchange, subdivide, mortgage, deed in trust, manage, improve, cultivate, develop, maintain, construct, operate, and generally deal in, any and all real estate, improved or unimproved, stores, office buildings, dwelling houses, boarding houses, apartment houses, hotels, business blocks, garages, warehouses, manufacturing plants, and other buildings of any kind or description, and any and all other property of every kind or description, real

ARTICLES OF INCORPORATION  
OF  
KOOTENAI AMATEUR BOXING CLUB, INC.

The signatories to these Articles hereby associate as a non-profit cooperative association under the laws of the State of Idaho, and particularly Sections 30-1001 to 30-1006, Idaho Code, and amendments thereto and correlated provisions of the laws of the State of Idaho.

ARTICLE I.

The name of this association shall be:

KOOTENAI AMATEUR BOXING CLUB, INC.

ARTICLE II.

The objects and purposes of which this association is formed are:

- A. This association shall not engage in any form of trade or commerce or carry on any activity which will result in remunerative profit to the association or to its members. Subject to the foregoing limitations, the object, business or pursuit of this association shall be as follows:

To promote and conduct amateur boxing, wrestling, and athletic contests and exhibitions of every kind and description and to license others to conduct and present the same on the premises of this corporation.

- B. To borrow from any source, money, goods or services without limitation as to amount of corporate indebtedness or liability; and to pledge or mortgage any of its property as security therefor in any manner permitted by law.
- C. To buy, lease, hold and exercise all privileges of ownership in and to the real or personal property as may be necessary or convenient for the conduct and operation of the business of the association, or incidental thereto.

personal and mixed, and any interest or right therein, including water and water rights, wheresoever situated, either in Utah, other states of the United States, the District of Columbia, territories and possession of the United States and foreign countries.

SECOND: To engage in the business of and to act as general contractors, builders, dredgers, excavators and to engage in all other activities, render all other services, and handle and deal in all materials, supplies, and products incidental or related to or connected with any and every phase of the building and construction trades.

THIRD: To act as principal, agent, or broker, and on commission or otherwise: to buy, sell, exchange, lease, let, grant, or take licenses in respect of, improve, develop, repair, manage, maintain, and operate real property of every kind, corporeal and incorporeal, and every kind of estate, right, or interest therein or pertaining thereto. To advance loans secured by mortgages or other liens on real estate. To act as loan broker. Generally to do everything suitable, proper, and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments.

FOURTH: To purchase, acquire, take, hold, own, use and enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign or otherwise dispose of, and generally to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral bearing lands and hydrocarbon products of all kinds, oil, gas and mineral leases, and all rights and interest therein, and in general products of the earth and deposits, both subsoil and surface, of every nature and description.

FIFTH: To enter into, make perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic) or other municipal or governmental subdivision.

SIXTH: To become a partner (either general or limited or both) and to enter into agreements of partnership, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interest of this Corporation or to enhance the value of its property or business.

SEVENTH: To acquire, own, hold and operate under licenses, privileges and franchises from the government of any state, municipality or nation or any agency or instrumentality thereof.

EIGHTH: To acquire, own, lease, purchase, convey, encumber and otherwise deal in, handle and dispose of real estate and improvements thereon.

NINTH: To acquire, own, sell, convey, encumber and otherwise deal in and dispose of stocks, bonds, indentures and all other securities or negotiable or non-negotiable documents relating to the extension of credit and credit transactions.

TENTH: To acquire, own, encumber, sell, convey and otherwise handle and dispose of personal property of all descriptions, kinds and classes whatsoever.

ELEVENTH: To purchase or otherwise acquire all or any part of the business, good will, rights, property and assets of all kinds and assume all or any of the liabilities of any corporation, association, partnership or individual engaged in any lawful business whether the same business or enterprise is organized under the laws of Utah or under the laws of any other state or nation.

TWELFTH: To act as agent or representative of individuals, partnerships and corporations, and as such to develop and extend their business or to aid any lawful enterprise.

THIRTEENTH: To borrow money for corporate purposes, and to make, accept, endorse, guarantee, execute and issue bonds, notes, indentures, bills of exchange and other obligations, and to mortgage, pledge and hypothecate any stocks, bonds or other evidence of indebt-

- D. To acquire and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge shares of capital stock or bonds or become a member or a stockholder of any corporation or association engaged in any related activities.
- E. To establish reserves and to invest the funds thereof in stocks, bonds and other property as the Board of Directors may deem satisfactory.
- F. To have and to exercise all powers, privileges and rights conferred on corporations by laws of the State of Idaho, and all powers and rights incidental in carrying out the purposes for which this association is formed, except such as are inconsistent with the express provisions of the act under which this association is incorporated.
- G. The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this association by the laws of the State of Idaho, all of which are hereby expressly claimed.

#### ARTICLE III.

The place where the principal business of the association is to be transacted is at Post Falls, Kootenai County, State of Idaho, but the association may maintain offices and places of business at such other places within the State of Idaho as the Board of Directors may determine.

#### ARTICLE IV.

The duration of this corporation shall be perpetual.

#### ARTICLE V.

The private property of the members shall not be subject to payment of association debts to any extent whatever.

#### ARTICLE VI.

Section 1. This association shall not have capital stock, and its capital shall be represented by membership certificates which shall be issued and subject to ownership in accordance with the By-Laws of this Association. The rights and interests

of all members shall be equal and no member can have or acquire a greater interest therein than any other member.

Section 2. This association shall, by its By-Laws, provide the terms and conditions of membership.

Section 3. Membership fees shall be fixed and regulated by the By-Laws. Each member, whose fees are fully paid and who is not in arrears regarding payments for dues, shall be entitled to one vote at any meeting of the members of the association, for each membership certificate held. Assessments against members, and a determination of their liability, shall be fixed by the By-Laws of this association, which shall provide for the manner of collection and its enforcement and also for the lapse of membership and forfeiture of the right to the use of the association's facilities, for the non-payment of membership fees.

Section 4. This association is organized as a non-profit association for the mutual benefit of its members and will not have profits. All fees received for admission of members shall be placed in the surplus fund to be used only for the payment of indebtedness, repairs, building and maintenance. After all expenses of the association are paid each year, and a reasonable reserve, as determined by the Board of Directors, set aside, any income of the association in excess thereof shall be used to reduce the charges for the next years operations.

#### ARTICLE VII.

The number, qualifications, terms of office, manner of election, time and place, manner of calling of meetings, and

edness on any property or assets held by it, and to lend money, with or without security.

FOURTEENTH: To buy, acquire, own, use, encumber, sell and dispose of, and otherwise deal in, for any purpose whatsoever, its own corporate stock and any other evidence of indebtedness of any kind whatsoever issued by this Corporation.

FIFTEENTH: To conduct its business and exercise any and all of its corporate rights and powers, both within the State of Utah and elsewhere, either for itself or with others, or as agent for any firm, partnership, association or corporation.

SIXTEENTH: To make, execute, enter into and negotiate contracts for any other person, legal or fictitious, or any association, partnership or entity whatsoever for any lawful purpose, including but not limited to joint ventures, profit-sharing transactions, and to acquire, own and dispose of going businesses of all kinds in connection with such contracts.

SEVENTEENTH: In general to carry on any other lawful business whatsoever in connection with any of the powers described in these articles, or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of the corporate property of any enterprise of the corporation, and to promote generally the welfare of the corporation. All of the power of the corporation shall be both within the State of Nevada and elsewhere without limitation as to location.

EIGHTEENTH: Enumeration of specific powers shall not be construed as limiting or restricting in any way the general powers herein set forth, and all powers herein set forth shall be in addition to those powers specifically granted to corporations formed for profit under the laws of the State of Nevada.

#### ARTICLE IV.

##### CAPITALIZATION

The capitalization of the Corporation shall be \$50,000 consisting of 50,000 shares of common stock of the par value of

\$1.00 per share.

#### ARTICLE V.

##### VOTING RIGHTS

All of the voting rights in the Corporation shall reside in the said capital stock. In elections for members of The Board of Directors each owner of stock shall have the right to vote in person or by proxy the number of shares owned by him, for as many persons as there are to be elected, or to accumulate such shares and give one candidate as many votes as the number of directors, multiplied by the number of his shares shall equal, or distribute them on the same principle among as many candidates as he shall deem appropriate.

#### ARTICLE VI.

##### BOARD OF DIRECTORS

The governing body of this Corporation shall be a Board of Directors of not less than three nor more than fifteen members, all of whom shall be of legal age. Such directors shall have full power, direction, management and control over the affairs of the Corporation, subject, however, to the limitations provided in By-laws of the Corporation and the laws of the State of Nevada. The Board shall have the power to cause this Corporation to indemnify its officers, directors, employees and agents as provided by law. Neither Directors, nor officers need be shareholders of the Corporation.

#### ARTICLE VII.

##### CAPITAL STOCK

The capital stock of the Corporation shall not be assessable. It shall be issued as fully paid and the private property of the stockholders shall not be liable for the debts, obligations or liabilities of this Corporation. The Articles of Incorporation shall not be subject to amendment in this respect.

the powers and duties of the Board of Directors shall be prescribed by the By-Laws.

WITNESS the hands and seals of the incorporators, whose names and addresses are stated below, each subscribing to a membership certificate.

NAME

ADDRESS

Robert L. Graves  
Robert L. Graves

Box 246, Post Falls, Idaho

Norma L. Graves  
Norma L. Graves

Box 246 Post Falls, Ida 83854

Robert J. McMurray  
Robert J. McMurray

LOT-1-BLK-2 POST FALLS 83854

Randy Geib  
Randy Geib

1302 Buick CDA

Ralph McComas  
Ralph McComas

2620 N. 4th Coeur d'Alene

STATE OF Idaho )  
County of Boatwai )<sup>ss</sup>

On this 14 day of October, 1975, before me the undersigned Notary Public, personally appeared ROBERT L. GRAVES, NORMA L. GRAVES, ROBERT J. McMURRAY, RANDY GEIB and RALPH McCOMAS, known to me to be the persons whose names are subscribed to the foregoing instrument, 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 in this certificate first above written.

Herbert Hage  
Notary Public for Idaho  
Residing at CDA

ARTICLE VIII.

INCORPORATORS AND INITIAL DIRECTORS

The names and post office addresses of the incorporators of this business who shall also serve as the initial Directors are as follows:

Shellie Martines  
1020 Kearns Building  
Salt Lake City, Utah

Nancy S. Talbot  
1020 Kearns Building  
Salt Lake City, Utah

E. Nordell Weeks  
1020 Kearns Building  
Salt Lake City, Utah

ARTICLE IX.

DURATION

This Corporation shall continue in existence perpetually unless sooner dissolved according to law.

ARTICLE X.

STOCK OWNERSHIP

Neither Directors nor Officers of this Corporation need be stockholders.

ARTICLE XI.

PRE-EMPTIVE RIGHTS

The stockholders shall have no pre-emptive rights to the issuance of shares whether such shares be issued as the result of the original authorized but unissued shares or as a result of any amendment to the Articles of Incorporation increasing the authorized capital stock of the Corporation.

ARTICLE XII.

AMENDMENT

These articles shall be amended only by the concurring vote of not less than a majority of the issued and outstanding capital stock.

ARTICLE XIII.

PLACE OF MEETINGS

The Board of Directors and the stockholders may hold meetings within or without the State of Nevada in the discretion of the

Board of Directors. The Board of Directors shall have power to adopt such by-laws and rules as may be necessary in its judgment for the management of the affairs of this Corporation.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 30 day of October, 1974.

INCORPORATORS

Shellie Martines  
SHELLIE MARTINES

Nancy S. Talbot  
NANCY S. TALBOT

E. Nordell Weeks  
E. NORDELL WEEKS

STATE OF UTAH )  
: ss.  
COUNTY OF SALT LAKE)

On this 30<sup>th</sup> day of October, 1974, personally appeared before me Shellie Martines, Nancy S. Talbot and E. Nordell Weeks, known to me to be the persons who signed the within and foregoing instrument, who duly acknowledged to me that they executed the same.

Orville W. Reed  
NOTARY PUBLIC  
RESIDING AT 4110 S. 1000 E. UTAH

My Commission Expires:

July 22, 1978

ARTICLES OF INCORPORATION  
OF

LAKE CREST CORPORATION

FILED AT THE REQUEST OF  
McMillan and Browning

1020 Kearns Bldg.

Salt Lake City, Utah 84101

November 4, 1974  
(DATE)

WM. D. SWACKHAMER, SECRETARY OF STATE



(BY) DEPUTY SECRETARY OF STATE

NO. 3383-74

FILING FEE \$ 40.00

OFFICE OF  
WM. D. SWACKHAMER  
SECRETARY OF STATE

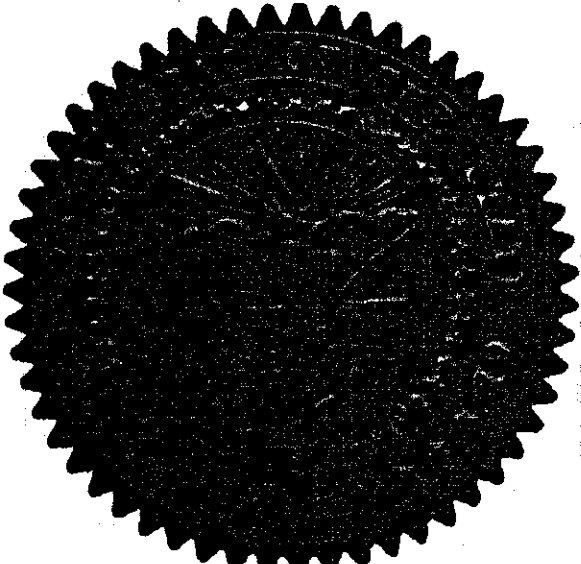
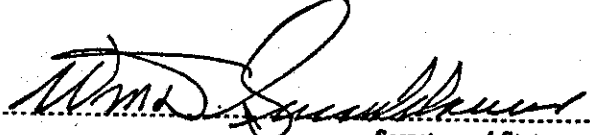
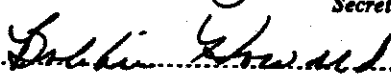
THE STATE OF NEVADA  
  
DEPARTMENT OF STATE

*I, Wm. D. Swackhamer, the duly elected, qualified and acting Secretary of State of the State Nevada, do hereby certify that the annexed is a true, and correct transcript of the original Articles of Incorporation of*

LAKE CREST CORPORATION

*as the same appears on file and of record in this office.*

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 8TH day of SEPTEMBER, A. D., 19 75

  
  
Secretary of State  
By   
Deputy