

State of Idaho

Department of State

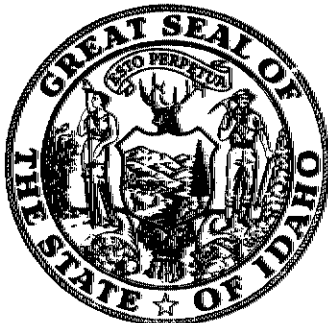
CERTIFICATE OF INCORPORATION OF

COEUR D'ALENE SHRINE CLUB HOLDING CORPORATION
File number C 109641

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 COEUR D'ALENE SHRINE CLUB HOLDING CORPORATION duly signed pursuant to the provisions of the Idaho Nonprofit 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 2, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

RECEIVED
SEC. OF STATE

95 FEB 23 AM 8 56

RECEIVED
SEC. OF STATE

95 MAR 2 AM 8 43

ARTICLES OF INCORPORATION OF
COEUR D'ALENE SHRINE CLUB HOLDING CORPORATION

IDAH0 SECRETARY OF STATE
19950223 0900 56294 2
CK #: 1153 DUST# 44741
CORP 30.00= 30.00

: C

We, the undersigned, residents of the State of Idaho, being of lawful age, member of Coeur d'Alene Shrine Club of Calam Temple, A.A.O.N.M.S, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the Idaho Nonprofit Corporation Act.

ARTICLE I
Name

Section 1.1 The name of this Corporation is Coeur d'Alene Shrine Club Holding Corporation.

ARTICLE II
Term

Section 2.1 The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE III
Purposes

Section 3.1 The corporation exists as a nonprofit corporation for the sole purpose of holding title to real or personal property other than cash and securities owned by the Coeur d'Alene Shrine Club.

Section 3.2 The corporate purposes shall, furthermore, be in accordance with the provisions of Section 501(c)(2) of the Internal Revenue Code as amended from time to time. Any income received by the corporation, less expenses, shall be turned over annually to the Coeur d'Alene Shrine Club, which is exempt under Section 501(c)(10) of the Internal Revenue Code.

ARTICLE IV
General Provisions

Section 4.1 The potentate of Calam Temple, A.A.O.N.M.S. shall have the power to remove from office in the corporation any trustee, or managing officer for disobedience of his orders or for violation temple bylaws with the respect to the conduct of the affairs of the corporation.

Section 4.2 The corporation shall not have any capital stock and

no person shall receive any profits from its operation by dividends or otherwise, and no substantial part of the activities of the corporation shall be to carry on propaganda or otherwise attempt to influence legislation.

Section 4.3 No part of the assets or funds may inure to the benefit of individuals personally except in payment for services actually received or performed.

Section 4.4 Copies of the Articles of Incorporation and the Bylaws of the corporation, and any amendments thereto, must be filed with the Imperial Recorder.

Section 4.5 The corporation shall maintain its records in accordance with the Uniform Chart of Accounts prescribed by the Imperial Council, A.A.O.N.M.S.

Section 4.6 The corporation must file annually with the Imperial Recorder an operating statement for the previous year showing all income and expenditures and a balance sheet showing the financial condition of the corporation at the end of the previous year.

Section 4.7 The corporation must have its financial accounts audited or reviewed by a certified, chartered or licensed public accountant at the close of each year, as provided by the bylaws of The Imperial Council, A.A.O.N.M.S. and a copy of the audit report must be filed with the Imperial Recorder.

Section 4.8 The private property of the members of the board of trustees of the corporation and the officers thereof shall not be subject to the payment of corporate debts to any extent whatsoever.

Section 4.9 The sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the corporation, may only be upon such terms and conditions and for such consideration as shall first be authorized by a vote of Calam Temple, A.A.O.N.M.S. at a stated meeting of that temple or at a special meeting which sets forth in the notice of meeting the special nature of the business to be transacted.

Section 4.10 No purchaser upon any sale of any property of the corporation shall be required to see to the application purchase money received therefrom or to inquire into the validity, expediency or propriety of any such sale.

Section 4.11 In the event of dissolution, the assets and funds remaining after payment in full of all debts of the corporation

shall be conveyed to Calam Temple, A.A.O.N.M.S. for Shriners Hospitals for crippled children, or both, as authorized by a vote of Calam Temple, A.A.O.N.M.S. at a stated meeting of that temple or at a special meeting which sets forth in the notice of the meeting the special nature of the business to be transacted.

ARTICLE V Members

Section 5.1 All members in good standing of the Coeur d'Alene Shrine Club are members of this corporation and they shall receive notices of meetings of the members and shall have the right to vote at such meetings.

ARTICLE VI Trustees

Section 6.1 The business and affairs of the corporation shall be managed by a board of trustees.

Section 6.2 The board of trustees shall number not less than 5 nor more than 15, as determined by the bylaws of this Corporation. The president, vice president, secretary and treasurer of the Coeur d'Alene Shrine Club, by virtue of their offices, shall be trustees. The remaining trustees shall be elected annually at the annual meeting of the members of this corporation.

Section 6.3 The following persons shall serve as trustees until their successors have been duly elected and qualify:

NAME	ADDRESS
Rick Anderson	12270 Emerald Drive, Hayden, ID 83835
Russell Bohmann	1115 Government Way, Coeur d'Alene, ID 83814
Dennis J. Barron	10596 Lakeview, Hayden, ID 83835
Voyne E. Gleason	P.O. Box 1051, Hayden, ID 83835
Dennis Goldberg	P.O. Box 2348, Hayden, ID 83835
James D. Goodwin	P.O. Box 57, Coeur d'Alene, ID 83816
Stanley W. Harris	N. 10235 Emerald Drive, Hayden, ID 83835
Bill Harvey	6951 N. Colfax, Coeur d'Alene, ID 83814
Glenn Kinlock	3202 E. Fairway Dr.#302, Coeur d'Alene, ID 83814
Milton L. Powers	E. 3576 Harrison Ave., Coeur d'Alene, ID 83814
Wendle O. Sande	5976 Colfax, Coeur d'Alene, ID 83814

Section 6.4 The trustees and managing officers of the corporation shall be members in good standing in the Coeur d'Alene Shrine Club and remain subject to the bylaws of Calam Temple, A.A.O.N.M.S., the

authorizing temple, and the potentate thereof.

ARTICLE VII Officers

Section 7.1 The officers of this corporation shall be elected by the trustees and they shall be a president, vice president, secretary, treasurer and such other officers and managing officers as may be provided by the bylaws of this corporation.

Section 7.2 The president shall be the president of the Shrine Club.

Section 7.3 The vice president shall be the vice president of the Shrine Club.

Section 7.4 The secretary shall be the secretary of the Shrine Club.

Section 7.5 The treasurer shall be the treasurer of the Shrine Club.

ARTICLE VIII Meetings

Section 8.1 The annual meeting of this corporation shall be at the time and place of the annual meeting of Coeur d'Alene Shrine Club. The trustees and officers shall be elected at the annual meeting.

Section 8.2 Regular and special meetings for the transaction of such business necessary to carry out the purposes of the corporation may be held within the State of Idaho at such time and place as may from time to time be designated in accordance with the bylaws.

ARTICLE IX Bylaws

Section 9.1 The board of trustees shall provide such bylaws for the conduct of the corporate business as they deem necessary and these shall be presented to the first annual meeting of the membership.

Section 9.2 Thereafter, after due notice as provided by the bylaws, the bylaws may be amended, altered or revised by majority vote of the membership present and voting at stated meeting or at any special meeting called for that purpose.

Section 9.3 The bylaws shall provide that the annual meeting of Coeur d'Alene Shrine Club shall also constitute the annual meeting of the members and trustees of this corporation.

ARTICLE X Amendments

Section 10.1 The corporation reserves the right to amend, alter, change or repeal provisions contained in these articles of incorporation in the manner now or hereafter prescribed by statute and by the bylaws of The Imperial Council, A.A.O.N.M.S.

Section 10.2 No amendment of the Articles of Incorporation shall be effective unless first approved by the Potentate of Calam Temple, A.A.O.N.M.S., the chairman of the Imperial Jurisprudence and Laws Committee, General Council and the Imperial Potentate.

Section 10.3 When a change is made by The Imperial Council, A.A.O.N.M.S. affecting Shrine law and the change affects the Articles of Incorporation or the bylaws of this corporation, the Articles of Incorporation and the bylaws of corporation, unless prohibited by state law, are thereupon changed to conform with those of The Imperial Council, A.A.O.N.M.S. and appropriate action shall be taken by the corporation to evidence the same.

ARTICLE XI Registered Agent and Registered Office

Section 11.1 The initial registered agent is Russell Bohmann, President of Coeur d'Alene Shrine Club, and the registered office is at 1115 Govt. Way, Coeur d'Alene, ID 83814

ARTICLE XII

Section 12.1 The name and street address of the incorporator is Mr. Ronald Hodge, 138 S. 8th Street, St. Maries, ID 83861.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set our hands and seal this 2nd day of December, 1994.


POTENTATE INCORPORATOR

POTENTATE'S APPROVAL AND CERTIFICATE

I, Ronald Hodge, Potentate of Calam Temple, A.A.O.N.M.S., do hereby certify that I have considered the written application of the Coeur d'Alene Shrine Club. A draft of the proposed Articles of Incorporation were attached to the application.

Calam Temple of jurisdiction of such shrine club.

The sole purpose of the holding company is to hold title or real or personal property other than cash and securities owned by the club.

The proposed Articles of Incorporation include the provisions required by Section 337.7(c) of the bylaws of The Imperial Council, A.A.O.N.M.S.

I find the organization of the shrine club holding company is necessary.

I approve the application.

Upon incorporation of the Coeur d'Alene Shrine Club Holding Corporation, I will require, and assume responsibility for, the obtaining of a titleholding exemption ruling from the Internal Revenue Service and I will furnish a copy thereof to the Imperial Recorder.

DATED this 2nd day of December, 1994.


POTENTATE

ATTEST:

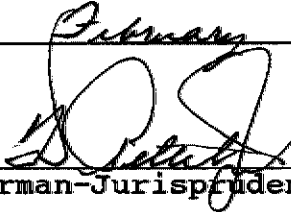

RECORDER

APPROVAL

The application of the Coeur d'Alene Shrine Club to organize a shrine club holding company, pursuant to Section 337.7 of the bylaws of The Imperial Council, A.A.O.N.M.S. was presented to the undersigned.

Upon review and consideration of the Certificate of Approval of the potentate of Calam Temple, the authorizing temple, and the proposed Articles of Incorporation, we hereby grant our approval to the application and the corporation may be organized.

DATED this 1st day of February, 1995.



Chairman-Jurisprudence & Laws Committee

STATE OF Missouri)
County of Lawrence) ss.

On this 1st day of February, 1995, before me the undersigned Notary Public, personally appeared Walter S. Pettit, Jr. 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 seal on the day and year first above written in this certification.

CHERYL A. STANFIELD
Notary Public-Notary Seal
State of Missouri
Lawrence County
My Commission Expires Mar. 25, 1995


NOTARY PUBLIC FOR Lawrence County, MO
RESIDING AT: Rt 2, Aurora, MO
MY COMMISSION EXPIRES: March 25, 1995

Theodore Corsones
General Counsel

STATE OF VERMONT)
) ss.
County of RUTLAND)

On this 8 day of February, 1995, before me the undersigned Notary Public, personally appeared Theodore Corsones, 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 seal on the day and year first above written in this certification.

Dana Cummings
NOTARY PUBLIC FOR VERMONT
RESIDING AT: Rutland, Vermont
MY COMMISSION EXPIRES: 2-10-99

Burton Ravellette, Jr.
Imperial Potentate

STATE OF FLORIDA)
) ss.
County of HILLSBOROUGH)

On this 13 day of February, 1995, before me the undersigned Notary Public, personally appeared Burton E. Ravellette, Jr., 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 seal on the day and year first above written in this certification.

Cathy Morejon
NOTARY PUBLIC FOR
RESIDING AT: Tampa, Florida
MY COMMISSION EXPIRES
February 8, 1996
BONDED THROUGH TROY FARM INSURANCE, INC.

8-ARTICLES OF INCORPORATION OF COEUR D'ALENE SHRINE CLUB HOLDING CORPORATION