



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

PEAK D'OREILLE LODGE, INC.

was filed in the office of the Secretary of State on the

Twenty-sixth

day

~~November~~
~~will be~~ **A.D. One Thousand Nine Hundred** **Sixty-five** and

duly recorded on Film No. **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, 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 **Sandpoint,** in the County of **Bonner.**

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 **26th** day of **November**,

A.D., 19**65**.

Secretary of State.

ARTICLES OF INCORPORATION OF
PEND D' OREILLE LODGE, INC.

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, each of whom is of legal age, and a citizen of the state of Idaho, and of the United States of America, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the state of Idaho, and pursuant thereto certify as follows:

ARTICLE I

The name of this corporation shall be "PEND D' OREILLE LODGE, INC."

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The objects and purpose for which this corporation is formed are: As principal, agent, or otherwise to do any and all of the things hereinafter set forth to the same extent as natural persons might or could do. In furtherance thereof, but not in limitation of the general powers conferred by the laws of the state of Idaho, we expressly provided that this corporation shall have power:

(1) To own and operate hotels, motels, taverns and restaurants, and to rent rooms, and sell and dispense foods, beverages and sundries of all kinds and to do any and all things necessary and pertinent to said business.

(2) To purchase, acquire, own, sell, convey, assign, release, mortgage, encumber, lease, buy or deal in real or personal property of every thing and nature.

(3) To enter into, make, perform and carry out contracts of every kind, amount and character with any person, state, federal government, municipal government, firm, association, partnership or corporation.

(4) To purchase, buy, sell or otherwise deal in its own capital stock.

(5) To contract, own, sell, lease, equip and operate hotels, motels, restaurants, cafes, theatres, amusement parks and amusement enterprises of all kinds; to manufacture, grow, compound, create and generally deal in all kinds of food, food stuffs, and food stuffs, and food products.

(6) To do and perform every act or thing necessary to carry out the above enumerated purposes, or calculated purposes, directly or indirectly to the advancement of the interest of the company or other enhancement of the value of its stockholders and property of every kind and character.

(7) To own and operate equipment and machinery as is ordinarily used in the conduct of said ownership and said businesses.

IV.

The registered office of this corporation and the principal place for the transaction of its business is hereby defined as ✓ The Pend d' Oreille Lodge, Contest Point, on Star Route, Sandpoint, Bonner County, Idaho.

ARTICLE V

The initial Board of Directors shall consist of seven members who are residents of the state of Idaho, and who will be the incorporators and stockholders.

The names and addresses of the persons who are to serve as directors, until the first meeting of the shareholders, or until their successors shall have been elected and qualified, follows:

NAMES	ADDRESS
Phil Dolan	Coeur d' Alene, Idaho
Mary Dolan	Coeur d' Alene, Idaho
Stephen Bistline	Sandpoint, Idaho
Sharon Bistline	Sandpoint, Idaho
Cliff Hohman	Post Falls, Idaho
Rosalind Hohman	Post Falls, Idaho
Jean Bistline	Sagle, Idaho

The number of directors may increase or decrease from time to time by amendment of the Code of By-Laws; but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a By-Law fixing the number of directors, the number shall be nine.

ARTICLE VI

The amount of the total authorized capital stock of this corporation is One Hundred Thousand Dollars, divided into One Thousand Shares of common capital stock, with a par value of \$100.00 per share.

Each common share shall have full voting and dividend participating privileges, and all of said stock shall be and remain non-assessable.

From time to time the capitalization of this corporation may increase or decrease, as provided by law and such increased capitalization may provide for different classes stock with dividend rights and privileges as may be determined in the amendment of said articles.

ARTICLE VII

The holders from time to time of the common stock of the corporation shall have the pre-emptive rights to purchase, at such respective equitable prices, terms and conditions (including adjustment of such cash or fractional shares) as shall be fixed by the Board of Directors, such of the shares of the common stock of the corporation (a) as may be authorized from time to time over and above the One Thousand Shares of common stock authorized by the original Articles of Incorporation of the corporation or (b) as may be held in the treasury of the corporation from time to time, whether derived from such original 1000 shares, or from shares thereafter authorized. Such pre-emptive right shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all share holders at such time.

ARTICLE VIII

Meetings of the shares holders of the corporation may be held at such places within the state of Idaho as may be provided by the corporation By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the corporation.

The initial Code of By-Laws of the corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Code of By-Laws, or to adopt a new Code of By-Laws, shall be vested in the Board of Directors. The Code of By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the statutes of the state, or these Articles of Incorporation.

ARTICLE IX

Subject to the limitations existing under the statutes of this state, the Books of Account, records, documents and papers of corporation may be kept at any place or places within the state of Idaho. Limitations on the place or places where the books of account, records, documents and papers of the corporation may be kept may be made from time to time by the Code of By-Laws of the corporation.

ARTICLE X

Subject to any specific written limitations or restrictions imposed by the statutes, or by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited purposes set forth in Article III, the corporation shall have and exercise all statutory powers.

ARTICLE XI

The corporation reserves the right from time to time to amend, alter, or repeal, or add any provision to its Articles of Incorporation in the manner prescribed by the statutes.

ARTICLE XII

The names and addresses of the incorporators of the corporation follow, together with a statement of the number of shares subscribed

by each

Phil Dolan,
Phil Dolan

Coeur d' Alene, Idaho
1 share of common stock

Mary Louise Dolan,
Mary Louise Dolan

Coeur d' Alene, Idaho
1 share of common stock

Stephen Bistline,
Stephen Bistline

Sandpoint, Idaho
1 share of common stock

Sharon Bistline,
Sharon Bistline

Sandpoint, Idaho
1 share of common stock

Cliff Hohman,
Cliff Hohman

Post Falls, Idaho
1 share of common stock

Rosalind Hohman,
Rosalind Hohman

Post Falls, Idaho
1 share of common stock

Jean Bistline,
Jean Bistline

Sagle, Idaho
1 share of common stock

STATE OF IDAHO)
) ss.
County of Bonner)

I, the undersigned a Notary Public, duly commissioned to take acknowledgments and administer oaths in the state of Idaho, certify that Stephen Bistline, Sharon Bistline and Jean Bistline - being three of the incorporators referred to in Article XII of the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS My hand and Notarial seal this 22nd day of November,
1965/

Harmon L. Sommerville
Notary Public for the state of Idaho
residing at Sandpoint, therein.

STATE OF IDAHO)
) ss.
County of Kootenai)

I, the undersigned, a Notary Public, duly commission to take acknowledgments and administer oaths in the state of Idaho, certify that Phil Dolan, Mary Louise Dolan, Cliff Hohman and Rosalind Hohman being four of the incorporators referred to in Article XIII of the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS My hand and notarial seal this 24th day of November,
1965.

Myra B. Peterson
Notary Public for the state of Idaho
residing at Coeur d'Alene therein.