

State of Idaho



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

FEND ORVILLE YACHT CLUB, INC.

was filed in the office of the Secretary of State on the **third** day of **December** A.D., One Thousand Nine Hundred **sixty-eight** and ~~will be~~ **microfilm** duly recorded on Film No. _____ 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, Idaho** 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 _____ day of _____ A.D., 19 _____

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

of

PEND OREILLE YACHT CLUB, INC.

an Idaho Corporation

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all being natural persons, of legal age, and citizens of the United States, this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

I.

The name of this corporation shall be PEND OREILLE YACHT CLUB, INC.

II.

The purposes for which this corporation is formed are as follows:

A. To establish, promote and stimulate all boating, nautical and aquatic activities and skills on Lake Pend Oreille, including but not limited to yachting, sailing, motorboating, steamboating, life saving, lifeboating, and life saving techniques, pleasure boating, sculling, canoeing, kayaking, hydroplaning and swimming.

The promotion and stimulation of interest and instruction in boating technique classes and boating safety;

The development of harbors and moorages and waterfront developments;

The promotion and stimulation and development of boating races and racing of all types.

B. To purchase or establish and operate a resort and recreational facilities, park, hotels, lodges and dining establish-

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ments for the convenience and entertainment of the public, and to provide and operate in connection therewith a boat landing, furnish boats and motors for sale, lease or rental, food stuffs, swimming docks, boating docks, sporting goods store and any related services.

C. To sell intoxicating liquors, beverages and beer as allowed by law.

D. To purchase, lease, or otherwise acquire or possess for cash or on terms of credit, real estate; to erect thereon hotels, motels, resorts or other buildings, and to sell, lease or otherwise dispose of same; to own, lease, and operate one or more hotels, motels or resorts and all adjuncts and accessories thereto, including restaurants, barrooms, barbershops, baths, news and cigar stores, roof gardens, and to furnish amusements therefor; to do and perform any and all things for the pleasure, comfort, convenience, and amusement of guests in said hotels, motels and resorts; to promote immigration and travel to Northern Idaho; to own stocks and bonds of other corporations and particularly of corporations engaged in buying, selling and leasing real estate and hotels and in operating same; and generally to do any and all things necessary, pertinent, or convenient to the powers herein and hereby conferred.

E. To engage generally in the hotel and motel business and related businesses;

To plan, design, and construct buildings for hotel and motel purposes and to buy, sell, and acquire the same; to operate, conduct, and carry on the hotel and motel business for the accommodations necessary or desirable to accomplish such purposes;

To undertake and carry on any business transaction or operation commonly undertaken or carried on by hotel and motel operators and generally institute, enter into, assist, promote, and parti-

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pate in any such business or operation.

F. To buy or otherwise acquire real estate, and to subdivide, plat, and sell the same, and generally to buy, sell, and deal in real and personal property of every kind and description in such manner, and upon such terms as the board of directors may determine; to act as trustee and in every kind of fiduciary capacity, and generally to do all things necessary or convenient which are incident to or connected with the general business above mentioned, which a natural person might or could do.

G. To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in and dispose of all such property, real and personal, including but not limited to all types of boats, watercraft of any kind and boating and water equipment, rolling stock, and airplanes, as may be necessary or convenient in connection with the aforesaid business of the company, and in general to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly, to promote the interest of the corporation or to enhance the value of the property.

H. 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 powers herein set forth, either alone or in any association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes, or any part or parts thereof, provided the same not be inconsistent with the laws under which this corporation is organized.

J. To transact the business of investing on behalf of itself

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or others, any part of its capital, and such additional funds as it may obtain, or any interest therein, either as a tenant in common or otherwise, and selling, or otherwise disposing of same, or any part thereof, or interest therein.

K. To generally engage in, do and perform any enterprise, act or vocation that any natural person might or could do which are not repugnant to the law.

III.

This corporation shall have perpetual existence.

IV.

The location and post office address of the registered office of this corporation in this state and principal place of business shall be at 216 Cedar, Sandpoint, Bonner County, Idaho.

V.

The amount of capital stock in said corporation shall be Five Thousand and no/100 (\$5,000.00) Dollars, divided into five thousand shares, each of the value of One (\$1.00) Dollar per share. All of said stock shall be common stock and non-assessable having equal voting rights, powers, preferences and restrictions.

VI.

The name and postoffice address of each of the incorporators, and the number of shares of common stock subscribed by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
J. M. Brown, Jr.	602 N. 2nd Ave. Sandpoint, Idaho 83864	1
Kenneth G. Critchell	Dover, Idaho	1
W. W. Nixon	Box 368, Bonners Ferry, Idaho 83805	1

VII.

The number of directors of this corporation shall not

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be less than three (3) nor more than seven (7). The number of directors, qualifications, terms of office, manner of election, and the powers and duties of the directors shall be further officered by a Commodore, Vice-Commodore and Purser, and such other officers as the Board of Directors may direct, all of whom shall be elected by the Board of Directors and shall hold office and have the powers to be specified in the By-Laws of this corporation.

VIII.

The names, addresses and term of office of the first directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM OF OFFICE</u>
J. M. Brown, Jr.	602 N. 2nd Ave. Sandpoint, Idaho	1 year or until successor elected
Kenneth G. Critchell	Dover, Idaho	1 year or until successor elected
W. W. Nixon	Box 368, Bonners Ferry, Idaho	1 year or until successor elected

IX.

Subject to the power of the shareholders to amend, alter, or repeal, the Board of Directors of this corporation shall have the power to amend such By-Laws defining the powers and duties of the officers in the corporation, and providing for such other matters adjacent to its affairs that they may deem necessary and convenient, providing the same are not out of harmony with the laws of the State of Idaho for these Articles of Incorporation.

X.

An amendment altering the Articles of Incorporation of this corporation, in any respect, may be adopted by vote of the holders of the majority of the outstanding shares unless specifically

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prohibited by law, then by such vote as the law requires.

IN WITNESS WHEREOF, the incorporators have executed this instrument on this 22 day of November, 1968.

J. M. Brown, Jr.
J. M. Brown, Jr.

Kenneth G. Critchell
Kenneth G. Critchell

W. W. Nixon
W. W. Nixon

STATE OF IDAHO)
) ss.
County of Bonner)

On this 22nd day of November, 1968, before me, the undersigned a Notary Public in and for said county and state, personally appeared J. M. BROWN, Jr., and KENNETH G. CRITCHELL, known to me to be the persons named in and who executed 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.

Loretta C. Pedersen
Notary Public for Idaho
Residing at: Handpoint Idaho
Com. Exp. Dec. 1-1970

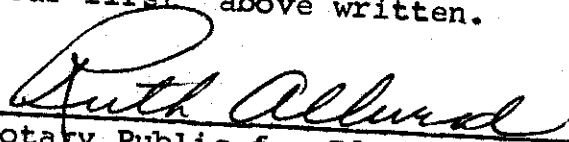
STATE OF IDAHO)
) ss.
County of Boundary)

On this 22 day of November, 1968, before me the undersigned a Notary Public in and for said county and state, personally

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W. W. NIXON, known to me to be one of the persons named in and who executed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

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



Notary Public for Idaho
Residing at Bonners Ferry
Com. Exp.: 6/1/72