



CERTIFICATE OF INCORPORATION  
OF

LAKE PEND OREILLE RESORT/MARINA'S ASSOCIATION, INC.

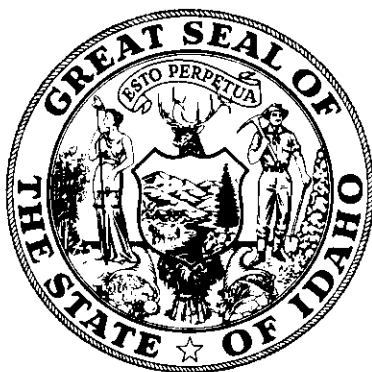
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

LAKE PEND OREILLE RESORT/MARINA'S ASSOCIATION, INC.

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 12, 19 84



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION  
OF THE

LAKE PEND OREILLE RESORT/MARINA'S ASSOCIATION, INC.

ARTICLE I

The name of the corporation is LAKE PEND OREILLE  
RESORT/MARINA'S ASSOCIATION, INC.

ARTICLE II

This corporation is organized pursuant to the Idaho  
Non-Profit Organization Act I.C. 30-301 et seq. and is a  
non-profit corporation pursuant to the laws of the State of  
Idaho.

ARTICLE III

The duration of the corporate existence will be  
perpetual.

ARTICLE IV

The purposes for which this corporation is formed are:

a. The specific and primary purpose is to promote  
travel and conventions in the resort areas surrounding Lake  
Pend Oreille, Idaho; and

b. To promote a closer working relationship between  
the resorts and marinas operating on Lake Pend Oreille in  
order to further promote the expansion of tourism and  
business interests on Lake Pend Oreille.

#### ARTICLE V

The corporation shall have members.

#### ARTICLE VI

The affairs of the corporation shall be managed by a Board of not less than five (5) Directors. The initial Board of Directors will be five (5) in number and may be expanded from time to time by amendment of the By-Laws of this corporation.

#### ARTICLE VII

The business address of the corporation shall be as follows: Lake Pend Oreille Resort/Marina's Association, Inc., P.O. Box 1143, Sandpoint, Idaho 83864.

#### ARTICLE VIII

The name and address of the registered agent is as follows: Steven L. Herndon, 227 South First Avenue, P.O. Box 216, Sandpoint, Idaho 83864.

#### ARTICLE IX

The names and addresses of the persons who are to act in the capacity of the initial Board of Directors until the election of their successors are:

Ed Tuohy    Bottle Bay Resort, Sandpoint, ID            President


Wally Wright Scenic Bay Resort, Bayview, ID Vice-President  
Suellen Crettol Harbor Marina, Sandpoint, ID Secretary/Treasurer  
Dick Hanson Bitter End Marina, Sandpoint, ID Director at Large  
Don Martin Kilroy Bay Marina, Sandpoint, ID Director at Large

ARTICLE X

The name and address of each incorporator is as follows:

Ed Tuohy Bottle Bay Resort, Sandpoint, ID

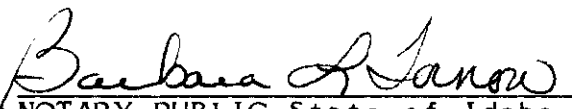
IN WITNESS WHEREOF, I have hereunto set my hand this  
8 day of MARCH, 1984.

  
ED TUOHY

STATE OF IDAHO )  
County of Bonner ) ss.

On this 8<sup>th</sup> day of March, 1984, before me, the undersigned Notary Public in and for said State, personally appeared ED TUOHY, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

  
NOTARY PUBLIC-State of Idaho  
Residing at: Sandpoint