



Department of State.

CERTIFICATE OF INCORPORATION

IRV H. MASTERS,
I, ~~IRV H. MASTERS~~, 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

LEMISTON GOLF AND COUNTRY CLUB, INC.

was filed in the office of the Secretary of State on the twenty-fourth day of December A. D. One Thousand Nine Hundred Fifty-one and is duly recorded on Film No. 70 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 29-103 and Sections 29-1001 to 29-1005, inclusive, Idaho Code, Annotated.

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 fifty (50) years from the date hereof, with its registered office in this State located at

Lewiston in the County of Nez Perce

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations, as provided in Chapter 10, Title 29, Idaho Code, Annotated.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise, the Capital of Idaho, this twenty-fourth day of December, in the year of our Lord one thousand nine hundred fifty-one, and of the Independence of the United States of America the One Hundred Seventy-sixth.

Secretary of State.

ARTICLES OF INCORPORATION
OF
LEWISTON GOLF AND COUNTRY CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, VIRGIL N. THOMPSON, TED DUFOUR, EARL R. BULLOCK, H. M. KLAAREN, and GEORGE H. STOCKER, all citizens of the United States of America, and bona fide residents of the State of Idaho, with our post office addresses as hereinafter set forth in Article V, desiring to form a non-profit, cooperative association under the laws of the State of Idaho in such cases made and provided, with the objects and purposes as hereinafter set forth, do hereby, in order to form such association, make, subscribe and acknowledge in triplicate the following Articles of Incorporation or Association, and we do hereby certify:

ARTICLE I.

The name of said association is and shall be "LEWISTON GOLF AND COUNTRY CLUB, INC."

ARTICLE II.

The location and post office address, and the registered office of said association shall be Lewiston, Nez Perce County, Idaho.

ARTICLE III.

The term of existence of said association shall be fifty (50) years.

ARTICLE IV.

Said association is hereby organized and shall be operated for the pleasure and recreation of its members, with its objects and purposes purely social and non-profitable, and as follows:

(a) To promote, foster and encourage good fellowship and sportsmanship among the members of this organization;

(b) To provide its members with club, recreation, reading, dining, refreshment and game rooms; to provide a place for members to meet socially and to encourage social activities and relations between its members;

(c) To promote and encourage outdoor sports and athletic activities;

(d) To promote, foster and encourage the playing of golf among the members of this organization and to provide said members with golfing grounds and facilities for the playing of golf, and to provide other recreational sports and games for said members.

(e) To lease, buy, acquire, own and hold any real and/or personal property in the State of Idaho, which may be requisite, necessary or convenient for its use for any of its purposes aforesaid, and capable of being used in connection with the objects and purposes of the association, and also to mortgage, hypothecate, transfer, lease, exchange, trade, and/or dispose of any of such real and/or personal property whenever it shall be in the interests of this association so to do;

(f) To exercise and perform any and all powers which are incidental to or are in furtherance of any of its purposes which are permitted to it under the laws of the State of Idaho, and not inconsistent with the provisions of Chapter 10 of Title 30 of the Idaho Code, as now existing or hereafter amended governing non-profit, cooperative associations, and further, to do all acts permitted by said Chapter 10 of Title 30, Idaho Code, as now existing or as hereafter amended.

ARTICLE V.

The names and addresses of the organizers and incorporators of this association are:

Virgil N. Thompson Lewiston, Idaho
Ted Dufour Lewiston, Idaho
Earl R. Bullock. Lewiston, Idaho
H. M. Klaaren. Lewiston, Idaho
George H. Stocker. Lewiston, Idaho

ARTICLE VI.

The number of directors of this association shall be five (5), and the directors who shall serve for the first year, or until the first election of directors, are and shall be:

Virgil N. Thompson
Ted Dufour
Earl R. Bullock
H. M. Klaaren
George H. Stocker

No person shall be a director who is not a member of this association. All vacancies in the Board of Directors or among the officers of the association shall be filled by the remaining directors. Three (3) directors shall constitute a quorum, and every decision by a majority of such quorum shall be valid as an act of the association. All meetings of said Board of Directors shall be held at such place as the By-laws may provide in Nez Perce County, Idaho.

ARTICLE VII.

These Articles may be amended according to the laws of the State of Idaho by a vote of a majority of the members of this association present at a meeting called for that purpose, or by two-thirds (2/3) vote of the directors, PROVIDED, HOWEVER, that the original purposes of this association shall not be altered, and no member hereof shall ever be made individually liable for any debts of the association.

ARTICLE VIII.

This association or corporation shall not have or issue any capital stock, but it shall issue membership certificates only to each member thereof, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the association, except by resolution of the Board of Directors, and under such regulations as the By-laws may prescribe. In this association, the rights and interests of all members shall be equal, and no member shall have or acquire a greater interest or voting rights therein than any other member. No member of this association shall be individually liable at any time for any debts of the association. No part of any income of the association shall inure to the benefit of any individual member, and no distribution of any property of the association shall ever be made to any member, and no member shall have any interest in any of the assets and property of the association.

ARTICLE IX.

The following matters shall, pursuant to Section 30-1005 of the Idaho Code, be prescribed by the By-laws of this Association, to-wit:

- (1) The number and qualification of members and the terms and conditions of admission.
- (2) The time, mode, conditions and effect of expulsion or withdrawal from and of restoration to membership.
- (3) The assignment or transfer of the interest of members, the manner of determining the value, if any, of such interest, and the purchase by the association, at its option, of such interest, upon the death, withdrawal or expulsion of a member.

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ATTORNEY AT LAW
WISCHER BUILDING
LEWISTON, IDAHO

(4) Fees for admission, assessments or dues to carry on the business of the association and reimbursement for services rendered and expenses incurred by the association for its members, the time of payment and manner of collecting amounts due and for forfeiture of the interest of a member in the association for nonpayment thereof.

(5) Contracting, securing, paying and limiting the indebtedness of the association.

(6) Other regulations not repugnant to the laws of the State and consonant with the objects of the association.

ARTICLE X.

The officers of this association shall be a President, Vice-President, and Secretary-Treasurer, all of whom shall be members of the Board of Directors, and chosen by the Board of Directors, and also such other officers as the Board of Directors of the association may from time to time determine and select.

ARTICLE XI.

The regular annual meeting of the members of this association for the transaction of all regular business and the election of directors, shall be held on the first Saturday in April of each year at the clubrooms of the association in Lewiston, Nez Perce County, Idaho, commencing at the hour of 7:00 o'clock P.M.

ARTICLE XII.

The undersigned do hereby expressly certify that pecuniary profit is not the object of this association or the incorporators thereof, and that the same is not organized or to be conducted for the purpose, directly or indirectly, of fixing the price, or regulating the production, of any articles.

PAUL W. HYATT
ATTORNEY AT LAW
WEISGERBER BUILDING
LEWISTON, IDAHO

of commerce or of produce of the soil, or of consumption by
the people.

IN WITNESS WHEREOF, we have hereunto set our hands,
this 21 day of December, 1951.

Virgil N. Thompson
Virgil N. Thompson

Ted Dufour
Ted Dufour

Earl R. Bullock
Earl R. Bullock

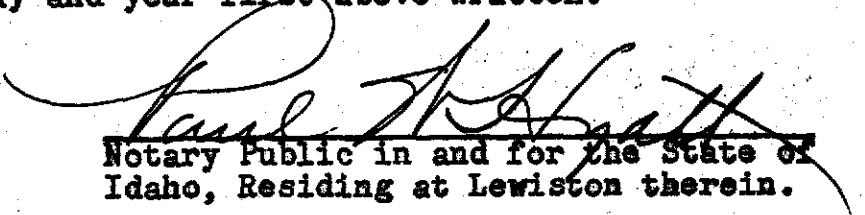
H. M. Klaaren
H. M. Klaaren

George H. Stocker
George H. Stocker

STATE OF I D A H O)
County of Nez Perce) ss.

On this 21 day of December, 1951, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared VIRGIL N. THOMPSON, TED DUFOUR, EARL R. BULLOCK, H. M. KLAAREN, and GEORGE H. STOCKER, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

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


Paul W. Hyatt
Notary Public in and for the State of
Idaho, Residing at Lewiston therein.

(SEAL)

PAUL W. HYATT
ATTORNEY AT LAW
WEISGERBER BUILDING
LEWISTON, IDAHO