



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

CHALLIS GOLF & RECREATION ASSOCIATION, INCORPORATED

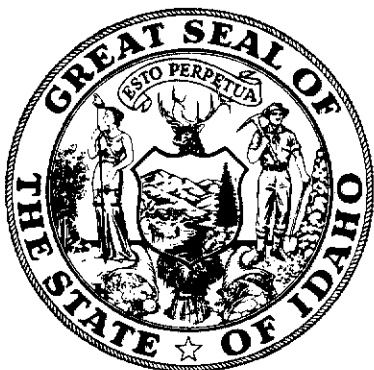
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

CHALLIS GOLF & RECREATION ASSOCIATION, INCORPORATED

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 August 17, , 19 88 .



Pete T. Cenarrusa

SECRETARY OF STATE

George H. H. H.

Corporation Clerk

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

OF

CHALLIS GOLF & RECREATION ASSOCIATION, INCORPORATED
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THE UNDERSIGNED, adopt the following Articles of Incorporation, which are signed in duplicate for the purpose of incorporating the Challis Golf & Recreation Association, Inc. under Idaho Nonprofit Corporations Act, Idaho Code Sections 30-301, et seq.

FIRST: The name of the corporation is the Challis Golf & Recreation Association, Incorporated.

SECOND: The corporation is a nonprofit corporation.

THIRD: The period of its duration is perpetual.

FOURTH: The purposes for which the corporation is organized are as follows:

1. To construct, own, build, operate, conduct and carry on a golf club and golf course for the use and benefit of the public generally.

2. To build, own, operate and conduct a clubhouse, restaurant, locker rooms and garage in connection with the golf course.

3. To construct, own, build, operate and conduct any and all other recreational activities and projects deemed beneficial to the community of Challis, Idaho and its environs.

4. To promote and encourage all kinds of sport, pleasure, exercise and recreation for its members and the public.

1 5. To conduct amusement enterprizes in all of the
2 branches pertaining thereto and thereof.

3 6. This association is organized exclusively for
4 pleasure, recreation and other nonprofitable purposes,
5 substantially all of the activities of which are for
6 such purposes and no part of its net earnings shall
7 inure to the benefit of any private individuals or
8 members; and,

9 7. Upon dissolution or winding up of this
10 organization, after satisfying all of its liabilities,
11 the remaining assets shall be distributed to the
12 similar organization as defined in section 501(c)(7) of
13 the Internal Revenue Code.

14 FIFTH: The corporation is to have members and the
15 management of the affairs of the corporation shall be
16 governed by a Board chosen from its membership, which shall
17 be called the Board of Directors. The total Board shall
18 consist of no less than seven (7) members, whom shall be
19 elected by the members. The officers of the corporation
20 shall consist of a President, Vice President, Secretary, and
21 Treasurer. The officers shall serve a term of one year or
22 until their successors are chosen. The Board shall delegate
23 duties or responsibilities to the officers as will be set
24 forth in the corporation By-Laws. Elections shall be held
25 annually at a time and place to be fixed by the Board of
26 Directors. Only a single vote shall be cast by a member for
27 an individual and all procedures shall be as set in the By-
28 Laws of the corporation.

1 SIXTH: The principal location of the corporation is in the
2 City of Challis, County of Custer, State of Idaho. The post
3 office address of the corporation's registered office is
4 P.O. Box 177, Challis, Idaho, 83226; the street address is
5 8th and Main, Challis, Idaho, 83226. The name of the
6 registered agent at the street address is G. Michael Lee.

7 SEVENTH: The names and addresses of the initial Board of
8 Directors are as follows:

9 Jim Baker	P.O. Box 40	Challis, Idaho 83226
10 Lew Frost	P.O. Box 318	Challis, Idaho 83226
11 Jim Hawkins	P.O. Box 321	Challis, Idaho 83226
12 G. Michael Lee	P.O. Box 1010	Challis, Idaho 83226
13 Ted Schultz	HC 63 Box 1565	Challis, Idaho 83226
14 Spencer Strand	P.O. Box 377	Challis, Idaho 83226
15 Ron Vick	P.O. Box 906	Challis, Idaho 83226

16 EIGHTH: The names and addresses of the incorporators are
17 identical to the initial Board of Directors set out in
18 SEVENTH, above.

19 Dated this 4 day of Aug., 1988.

20 INCORPORATORS

21 
JIM BAKER

22 
LEW FROST

23 
JIM HAWKINS


24 
G. MICHAEL LEE

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TED SCHULTZ



SPENCER STRAND



RON VICK