



**CERTIFICATE OF INCORPORATION  
OF**

**COEUR D'ALENE CHARTER, 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: July 12, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizaveth Zabala*

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ARTICLES OF INCORPORATION

OF

COEUR D' ALENE CHARTER, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, of full legal age and a citizen of the United States of America, desiring to form a corporation under the laws of the State of Idaho, do hereby adopt these Articles of Incorporation and execute the same in quadruplicate.

ARTICLE I

NAME: The name of this corporation shall be Coeur d' Alene Charter, Incorporated.

ARTICLE II

DURATION: The life of this corporation shall be perpetual.

ARTICLE III

PURPOSE: The objects and purposes of this corporation shall be:

(1) To carry on a general transportation business for the purpose of transporting people and goods of all kinds by boat.

(2) To build, buy, sell, lease, own, and operate boats, ships, moorages, wharfages, docks, marinas, and barges of all kinds.

(3) To engage in and carry on the business of buying, leasing, renting and otherwise acquiring lands and interests in lands of every kind and description and wheresoever situated; buying, leasing and otherwise acquiring and constructing and erecting, or contracting for the construction and erection of buildings and structures in and on such lands for any uses or purposes; holding, owing, improving, developing, maintaining, operating, letting, leasing, renting, mortgaging, selling or otherwise disposing of such property or any part thereof;

equipping, furnishing and operating apartments, apartment houses, hotels, apartment hotels, restaurants, office buildings, shopping centers, warehouses, or any other buildings or structures of whatsoever kind.

(4) To build, purchase, take, lease, or otherwise acquire, to own, hold, use maintain, and improve; and to sell, convey, mortgage, lease and otherwise dispose of real property, buildings, structures, and improvements or any interest therein and in any articles, materials, machinery and equipment used therefore or in connection therewith.

(5) To engage in the business of managing, supervising and operating real property, buildings and structures; to negotiate and consummate, for itself or for others, leases with respect to any such property; to enter into contract and arrangements, either as principal or as agent, for the maintenance, repair and improvement of any property managed, supervised or operated by the corporation; to furnish financial, management and other services to others; to purchase or otherwise acquire, own, use, improve, maintain, sell, lease, or otherwise dispose of any articles, materials, machinery, equipment and property used for or in connection with the business of the corporation; and to engage in and conduct, or authorize, license, and permit others to engage in and conduct any business or activity incident, necessary, advisable, or advantageous to the ownership of property, buildings, and structures managed, supervised or operated by the corporation.

(6) To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient, or incidental to carry out any of the purposes of the corporation.

(7) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

(8) To acquire and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property; and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the same or similar business.

(9) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters of patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

(10) To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other state, country, nation, or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

(11) To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(12) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(13) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to the amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, or colonies of the United States, and in any foreign countries, subject to the law of such state, district, territory, colony, or country.

(14) In general, to carry on any other similar business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations formed under said laws, and to do any or all the things herein before set forth to the same extent as natural persons might or could do.

(15) The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, but shall be in furtherance thereof.

#### ARTICLE IV

REGISTERED OFFICE: The location and post office address of the registered office of this corporation is HC 12, Box 370, Coeur d' Alene, Idaho, 83814.

#### ARTICLE V

REGISTERED AGENT: The registered agent for this corporation is Patrick Dullanty.

#### ARTICLE VI

CAPITALIZATION: The total authorized number of par value shares of common stock is 500 shares with no par value.

#### ARTICLE VII

Each stock holder shall be entitled to one vote for each share of common stock held by him.

#### ARTICLE VIII

The amount of paid-in capital with which this corporation will commence business is Five Hundred Dollars. The corporation will not commence business until consideration of the value of at least \$500 has been received for the issuance of shares.

#### ARTICLE IX

**DIVIDENDS ON COMMON STOCK:** Dividends on common stock shall be declared at such time as the Board of Directors may direct in accordance with the laws of the State of Idaho.

#### ARTICLE X

**AMENDMENT, ALTERATION, CHANGE OR REPEAL OF ARTICLES:** The corporation reserves the right to amend, alter, change or in any manner now or hereafter permitted by law, and all rights conferred upon shareholders are subject to this reservation.

#### ARTICLE XI

**AUTHORITY TO MAKE BY-LAWS:** Authority to make By-Laws for the corporation is hereby vested in the Board of Directors, subject to the power of the shareholders to change, amend or repeal such By-Laws.

#### ARTICLE XII

The directors and all members of the corporations governing body shall not be personally liable for any act or omission undertaken in good faith. Liability shall be limited to those circumstances enumerated in Idaho Code 30-1-59(2) (a)(b)(c)(d) or as later amended. The directors may pass a By-Law expanding their liability for all acts or omissions constituting a breach of fiduciary duty occurring after the effective date of the By-Law.

#### ARTICLE XIII

**DIRECTORS:** The number of directors of this company shall not be less than two (2) nor more than seven (7), as shall be fixed by the By-Laws of the corporation.

ARTICLE XIV

The first directors, their post office addresses and their terms of office are as follows:

Patrick Dullanty 2723 Martin, Spokane, Washington, 99207.

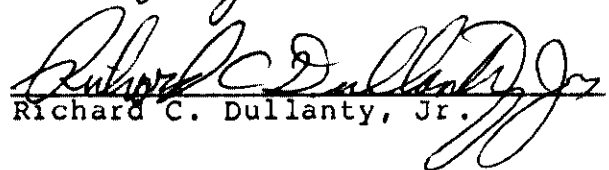
Richard C. Dullanty, Jr., 1411 East 58th, Spokane, Washington, 99223

ARTICLE XV

The name and address of the incorporator is as follows:

Richard C. Dullanty, Jr.  
1411 East 58th  
Spokane, Washington, 99223

IN WITNESS WHEREOF, I have signed and acknowledged this certificate this 9 day of July, 1990.

  
Richard C. Dullanty, Jr.