



CERTIFICATE OF INCORPORATION
OF

GRAND LODGE DEVELOPMENT CORPORATION

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: June 6, 1985



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
GRAND LODGE DEVELOPMENT CORPORATION

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation.

ARTICLE ONE.

Name: The name of the corporation is: GRAND LODGE DEVELOPMENT CORPORATION.

ARTICLE TWO.

Purposes: The purpose of the corporation is to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE THREE.

Duration: The period of duration of the corporation is perpetual.

ARTICLE FOUR.

Registered Office and Registered Agent: The address of the corporation's initial office in the State of Idaho is 421 Coeur d'Alene Avenue, Post Office Box 968, Coeur d'Alene, Idaho 83814.

The name of the corporation's initial registered agent at such address is R. Joseph Eisele.

ARTICLE FIVE.

Stock: The total authorized number of par value shares of stock is TWENTY MILLION (20,000,000). The aggregate par value of the total authorized number of par value shares is TWENTY MILLION DOLLARS (\$20,000,000.00) based upon a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE SIX.

Preemptive Right of Existing Stockholders:

A. If the corporation, through its stockholders, authorizes the issue, by sale or exchange, of its capital stock for money or

other consideration, each existing stockholder shall have a prior right to purchase on equal terms a proportionate share of the stock to be issued; provided, that this section shall not limit the right of the corporation acting through the Board of Directors to declare a stock dividend as provided by law.

B. The phrase "existing stockholder" describes a stockholder holding one or more shares of the common stock of the corporation registered in his name in the stock journal of the corporation at the time the stockholders authorize an issue of stock.

C. An existing stockholder's proportionate share shall be determined by the ratio that his shares bear to the total shares issued and outstanding. The total of shares issued and outstanding shall not include treasury stock. The number of shares held by an existing stockholder and the total of shares issued and outstanding, shall be determined as of the time the stockholders authorize the issue of stock.

D. Upon the authorization of an issue of capital stock, the Secretary shall mail to each existing stockholder by ordinary mail, postage prepaid, a notice which shall set forth:

- (i) The total amount of stock to be issued;
- (ii) The price per share of the stock to be issued;
- (iii) Each existing stockholder's proportionate share and the number of shares to be issued to which each may subscribe.

E. The preemptive rights of existing stockholders shall be exercised not later than two months after the corporation has authorized such an issue of its capital stock.

F. The corporation, through its stockholders, by resolution of a majority of the stockholders voting, may, with respect to such preemptive rights of existing stockholders, require that the existing stockholders exercise their preemptive rights by purchasing whole, not fractional, shares of stock.

ARTICLE SEVEN.

Restriction On The Alienation of Stock: The stock of the corporation is subject to restriction on the alienation of stock pursuant to an agreement on file with the Secretary of the corporation.

ARTICLE EIGHT.

Board of Directors: The business of the corporation shall be managed and conducted by a board of not less than one (1) and

not more than five (5) directors. The Board of Directors shall be elected in the manner set forth in the Bylaws.

ARTICLE NINE.

Directors: The number of directors constituting the initial Board of Directors is one and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Lee Shellman	920 Ironwood Drive Coeur d'Alene, Idaho 83814

ARTICLE TEN.

Incorporators: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
R. Joseph Eisele	421 Coeur d'Alene Avenue Coeur d'Alene, Idaho 83814

ARTICLE ELEVEN.

Authority to Issue Corporate Obligations: The Board of Directors shall have authority to issue bonds, debentures, or other obligations of the corporation, from time to time, for any of the objects or purposes of the corporation, and to secure them by mortgage, deed of trust, or pledge of any or all of the real and personal property, rights, privileges, and franchises of the corporation wheresoever situated, acquired, and to be acquired, and to sell or otherwise dispose of any or all of such obligations in any manner and on such terms as the Board of Directors may deem proper.

ARTICLE TWELVE.

Quorum and Voting Requirements for Shareholders' Meeting: Simple Majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of Simple Majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE THIRTEEN.

Number of Voters Required to Constitute an Act of the Board: Simple Majority of the directors elected shall constitute

a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

ARTICLE FOURTEEN.

Bylaws - Adoption: In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation.

ARTICLE FIFTEEN.

Bylaws - Amendment: All Bylaws of the corporation shall be subject to alteration or repeal, and new Bylaws may be made, by the affirmative vote of the holders of record of Simple Majority of the outstanding stock of the corporation entitled to vote in respect thereof, give at any annual meeting or at any special meeting, provided notice of the proposed alteration or repeal or of the proposed new Bylaws be included in the notice of such meeting.

ARTICLE SIXTEEN.

Sale of Corporation's Assets: The corporation shall not sell, lease, convey, exchange, transfer, or otherwise dispose of all or substantially of its property and assets without authorization by a resolution adopted by a majority of the members of the Board of Directors and by a vote or written consent of Simple Majority of the outstanding shares.

ARTICLE SEVENTEEN.

Articles - Amendment: The Articles of Incorporation may be amended by the affirmative vote of the holders of record of Simple Majority of the outstanding stock of the corporation entitled to vote in respect thereof, given at any annual meeting or any special meeting, provided notice of the proposed amendment be included in the notice of such meeting.

ARTICLE EIGHTEEN.

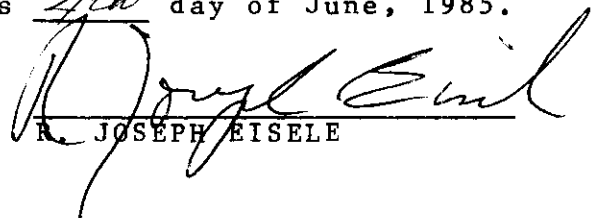
Interested Transactions: The corporation may enter into contracts and otherwise transact business as a vendor, purchaser, or otherwise, with its directors, officers, and shareholders, and with corporations, associations, firms and entities in which they are or may become interested as directors, officers, and shareholders, members or otherwise, as freely as though such adverse interest did not exist; even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon said contracts or transactions. In

the absence of fraud, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of said office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors or officers of the corporation (but not in the case of shareholders) who are not directors or officers, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation at the meeting thereof at which said contract or transaction is authorized or conformed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with the corporation, association, firm or entity.

ARTICLE NINETEEN.

Any contract, transaction or act of the corporation, or of the directors or of any officers of the corporation shall be ratified by a majority of the shareholders of the corporation at any annual meeting, or any special meeting called for said purpose, or any memorandum of action taken in lieu of such meeting, shall insofar as permitted by law, be as valid and as binding as though ratified by every shareholder of the corporation.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate on this 4th day of June, 1985.


R. JOSEPH EISELE

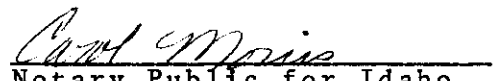
STATE OF IDAHO)

ss.

County of Kootenai)

On this 4th day of June, 1985, before me, Carol Morris, a Notary Public for the State of Idaho, personally appeared R. JOSEPH EISELE, known or identified 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 seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Coeur d'Alene
Life Commission