

## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

**THREE RIVERS, INC.**

was filed in the office of the Secretary of State on the **fourteenth** day of **September** A.D., One Thousand Nine Hundred **seventy-three** and **will be** / duly recorded on ~~film~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

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 **perpetual existence** from the date hereof, with its registered office in this State located at **Kooskia, Idaho** in the County of **Idaho**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **14th** day of **September**, A.D., 19 **73**.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

1 ARTICLES OF INCORPORATION

2 OF

3 THREE RIVERS, INC.

4 KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned,  
5 RAY L. ANDREWS, RUTH ANDREWS, and WILLIAM J. DEE, each being a  
6 natural person of full age, and a citizen of the United States of  
7 America, have voluntarily and do hereby associate ourselves to-  
8 gether for the purpose of forming a corporation under the laws of  
9 the State of Idaho, and we do hereby certify, declare and adopt  
10 the following articles of incorporation.

11 I.

12 The name of this corporation shall be THREE RIVERS, INC.

13 II.

14 The period of existence and duration of the life of this cor-  
15 poration shall be perpetual.

16 III.

17 The location of the registered office of this corporation  
18 shall be Kooskia, County of Idaho, State of Idaho, and the address  
19 of the registered office of this corporation shall be Kooskia,  
20 Idaho.

21 IV.

22 The nature of the business and the objects and purposes to be  
23 transacted, promoted and carried on are to do any or all of the  
24 things herein mentioned, as fully and to the same extent as natural  
25 persons might or could do, and in any part of the world, viz.:

26 To own, hold, rent, control, lease, operate, conduct and  
27 engage in the restaurant business, to purchase supplies therefor  
28 and to dispense food of all kinds and beverages thereunder.

29 To engage generally in the motel business and related busi-  
30 nesses; to plan, design, and construct buildings for motel pur-  
31 poses and to buy, sell and acquire the same; to operate, conduct  
32 and carry on the motel business for the accomodations necessary or

1 desirable to accomplish such purposes; to undertake and carry on  
2 any business transaction or operation commonly undertaken or car-  
3 ried on by motel operators and generally to institute, enter into,  
4 assist, promote, and participate in any such business or operation.

5 To merchandise, sell, offer for sale, and distribute at whole-  
6 sale and retail, food and food stuffs of all kinds and descriptions,  
7 whether in bulk, package, or bottle or can, including beverages of  
8 all kinds and for all purposes, and to generally deal in groceries  
9 and grocery products suitable for public consumption.

10 To conduct the business of a filling and service station, which  
11 business shall include the dealing in gasoline and all other petro-  
12 leum products; all kinds of oils and products used for motor fuel  
13 or lubrication; all manner of accessories and appliances to be  
14 used on motor vehicles of every description and other articles and  
15 items of interest useful to or desirable for patrons of such a  
16 filling station; the washing, polishing and storing of motor vehicles;  
17 and such other business as it is usual, proper, and necessary in  
18 such enterprise.

19 To acquire, own, operate, and develop camping and outing re-  
20 sort; to take over the stock and property of other companies if  
21 deemed advisable; to lease or purchase grounds necessary for the  
22 conduct of the business, and to engage in the buying and selling  
23 of merchandise at such profits as it may deem advisable; and for  
24 the transaction of all other business incidental thereto and not  
25 inconsistent with the law.

26 To engage in the onsale dispensing of alcoholic beverages and  
27 food, operating as a bar and restaurant, and generally to purchase  
28 or otherwise acquire restaurants and taverns, and to own, hold,  
29 lease, rent or sell such business or businesses.

30 To purchase, improve, develop, lease, exchange, sell, dispose  
31 of, and otherwise deal in and turn to account real estate; to pur-  
32 chase, lease, build, construct, erect, occupy, and manage buildings

1 of every kind and character whatsoever; to finance the purchase,  
2 improvement, development, and construction of land and buildings  
3 belonging to or to be acquired by this company, or any other per-  
4 son, firm, or corporation.  
5

6 To carry on the business of share dealers or financial agents  
7 in all transactions relating to the sale, transfer, or exchange of  
8 every description of stocks, shares, debentures, bonds, mortgages,  
9 freehold, or leasehold property, life interests, reversions or  
10 other securities or investments for money, and all transactions  
11 and negotiations on commission or otherwise relating to such busi-  
12 ness; and to advance and negotiate the advance of money interest on  
13 securities or otherwise; and to carry on the business of stock and  
14 share brokers, land, estate, and mortgage agents, and brokers in  
15 all branches.

16 To own, operate, run, and manage the business of a recreational  
17 resort with attendant recreational facilities and to do such other  
18 things as are incidental to the business of operating a recreational  
19 resort.

20 To engage in a general livestock and ranching business, both  
21 on its own account and as agent; to feed, range, graze, manage,  
22 herd, control, brand, care for, purchase, market and sell live-  
23 stock of every kind, both on its own account and as agent for other  
24 persons or corporations; to buy, lease, cultivate, manage, operate,  
25 and sell ranch properties and products therefrom, both from its  
26 own account and as agent for other persons or corporations.

27 To make and enter into all kinds of contracts, agreements and  
28 obligations by or with any person or persons, corporation or cor-  
29 porations, for the purchasing, acquiring, holding manufacturing,  
30 and selling or otherwise disposing of, either as principal or agent,  
31 upon commission or otherwise, for goods, wares and merchandises  
32 within the United States.

1 To do a general commission merchants and selling agents busi-  
2 ness; to buy, sell, and otherwise dispose of, hold, own, manufac-  
3 ture, produce, export and import, and deal in, either as principal  
4 or agent, and upon commission or otherwise, all kinds of personal  
5 property whatsoever; to make and enter into all kinds of contracts,  
6 agreements, and obligations by or with any person requiring, manu-  
7 facturing, or repairing, and selling, and dealing in any articles of  
8 goods, wares, or merchandise; and generally to exercise full power  
9 to perform any and all facts connected therewith, or arising there-  
10 from, or incidental thereto, and all acts proper and necessary for  
11 the purposes of the business.  
12

13 To acquire by lease, pruchase, gift, devise, contract, con-  
14 cession, or otherwise, and to hold, own, develop, explore, exploit,  
15 improve, operate, lease, enjoy, control, manage, or otherwise  
16 turn to account, mortgage, grant, sell, exchange, convey, or other-  
17 wise dispose of, wherever situated, within or without the State of  
18 Idaho, any and all real estate, lands, options, concessions, grants,  
19 land patents, franchises, rights, privileges, easements, tenements,  
20 estates, hereditaments, interests, and properties of every kind,  
21 nature and description whatsoever.

22 To purchase real estate, make and purchase materials for the  
23 construction of buildings; to erect buildings; to own, manage,  
24 operate, lease and sell buildings; to conduct and carry on the  
25 business of builders and contractors for the purpose of building,  
26 erecting, altering, repairing or doing any other work in connection  
27 with any and all classes of buildings, structures, and improvements,  
28 of every kind and nature whatsoever; also, to buy or otherwise  
29 acquire real estate, and to subdivide, plat and sell the same, and  
30 generally to buy, sell and deal in real and personal property of  
31 every kind and description, and to own, hold, improve, develop and  
32 manage any real estate or personal property and to erect and cause  
to be erected on any lands owned, held or occupied by the corporation,

1 buildings or other structures with their appurtenances and to mort-  
2 gage, sell, lease or otherwise dispose of any lands or interests  
3 in lands and in any buildings or other structures at any time owned  
4 or held by the corporation; to conduct a general brokerage, agency,  
5 and commission business for others in the purchase, sale and  
6 management of real estate for others and the negotiation of loans  
7 thereon; in general, to conduct a general building and construction  
8 business and a general real estate business.

9 To manufacture, purchase or otherwise acquire, hold, own, sell,  
10 assign, transfer, lease, exchange, invest in, mortgage, pledge, or  
11 otherwise encumber or dispose of and generally deal and trade in and  
12 with, both within and without the State of Idaho, and in any part  
13 of the world, goods, wares, merchandise and property of every kind,  
14 nature and description.

15 To enter into, make and perform contracts of every kind and  
16 description with any person, firm, association or corporation,  
17 municipality, body politic, country, territory, state, government  
18 or colony or dependency thereof.

19 To acquire, and to make payment therefor in cash or the stocks  
20 or bonds of the corporation, or by undertaking or assuming the  
21 obligations and liabilities of the transferor, or in any other way,  
22 the good will, rights and property, the whole or any part of the  
23 assets, tangible or intangible, and to undertake or assume the  
24 liabilities of, any person, firm, association or corporation, to  
25 hold or in any manner dispose of the whole or any part of the pro-  
26 perty so purchased; to conduct in any lawful manner the whole or  
27 any part of the business so acquired and to exercise all of the  
28 powers necessary or convenient for the conduct and management thereof

29 To adopt, apply for, obtain, register, produce, take, purchase,  
30 exchange, lease, hire, acquire, accrue, own, hold, use, operate,  
31 contract, or negotiate for, take licenses or other rights in re-  
32 spect of, sell, transfer, grant licenses and rights in respect of,

1 manufacture under, introduce, sell, assign, collect the royalties  
2 on, mortgage, pledge, create liens upon, or otherwise dispose of,  
3 deal in, and turn to account, letters patent, patents, patent rights,  
4 patents applied for or to be applied for, trade-marks, trade names  
5 and symbols, distinctive marks and indications of origin or owner-  
6 ship, copyrights, syndicate rights, inventions, discoveries, devices,  
7 machines, improvements, licenses, processes, data, and formulas of  
8 any and all kinds granted by, or recognized under or pursuant to  
9 the laws of the United States of America, or of any other country or  
10 countries whatsoever, and with a view to the working and development  
11 of the same, to carry on any business, whether manufacturing or  
12 otherwise, which the corporation may think calculated, directly or  
13 indirectly, to affectuate these objects.

14 To underwrite, subscribe for, purchase, invest in, or re-  
15 invest, acquire, hold, pledge, hypothecate, exchange, sell, deal in  
16 and dispose of, alone or in syndicates or otherwise in conjunction  
17 with others, stocks, bonds, debentures, mortgages and other evidences  
18 of indebtedness and obligations of any corporation, association,  
19 partnership, syndicate, entity, person or governmental, municipal or  
20 public authority, domestic or foreign, and evidences of any interest,  
21 in respect of such stocks, bonds and other evidences of indebtedness  
22 and obligations, and while the owner or holder of any such, to ex-  
23 ercise all the rights, powers and privileges of ownership in respect  
24 thereof, and, to the extent now or hereafter permitted by law, to  
25 aid by loan, subsidy, guaranty, or otherwise those issuing, creating  
26 or responsible for any such stocks, bonds or other evidences of  
27 indebtedness or obligations or evidences of any interest in respect  
28 thereof.

29 To borrow or raise money for any of the purposes of the cor-  
30 poration, without limit as to the amount, and in connection there-  
31 with, to grant collateral or other security either alone or jointly  
32 with any other person, firm or corporation, and to make, execute,

1 draw, accept, endorse, discount, pledge, issue, sell, or otherwise  
2 dispose of promissory notes, drafts, bills of exchange, warrants,  
3 bonds, debentures and other evidences of indebtedness, negotiable  
4 or non-negotiable, transferable or non-transferable, and to confer  
5 upon the holders of any of its obligations such powers, rights and  
6 privileges as from time to time may be deemed advisable by the  
7 Board of Directors, to the extent permitted under the General Cor-  
8 poration Law of the State of Idaho; to lend and advance money, ex-  
9 tend credit, take notes, open accounts, and every kind and nature  
10 of evidence of indebtedness and collateral security in connection  
11 therewith.

12  
13 To purchase or otherwise acquire, hold, sell, pledge, transfer  
14 or otherwise dispose of shares of its own capital stock, provided  
15 that the funds or property of the corporation shall not be used for  
16 the purchase of its own shares of capital stock when such use would  
17 cause any impairment of the capital of the corporation, and pro-  
18 vided further, that shares of its own capital stock belonging to the  
19 corporation shall not be voted upon directly or indirectly.

20 To have one or more offices, to carry on all or any of its  
21 operations and business and without restriction or limit as to  
22 amount; to purchase, or otherwise acquire, to hold, own, mortgage,  
23 sell, convey or otherwise dispose of real and personal property of  
24 every class and description in any of the states, districts, terri-  
25 tories, dependencies, possessions or colonies of the United States.

26 IN GENERAL, to do any or all of the things herein set forth  
27 to the same extent as natural persons might or could do and in any  
28 part of the world, as principals, agents, contractors, trustees, or  
29 otherwise, within or without the State of Idaho, either alone or in  
30 company with others, and to carry on any other business in connect-  
31 ion therewith, and to do all things not forbidden, and with all the  
32 powers conferred upon corporations by the laws of the State of Idaho.



1 It is the intention that each of the objects, purposes and  
2 powers specified in each of the paragraphs of this Fourth Article  
3 of this Certificate of Incorporation shall, except where otherwise  
4 specified, be nowise limited or restricted by reference to or in-  
5 ference from the terms of any other paragraph or of any other  
6 Article in this Certificate of Incorporation, but that the objects,  
7 purposes and powers specified in this Article and in each of the  
8 Articles or paragraphs of this Certificate shall be regarded as  
9 independent objects, purposes and powers, and the enumeration of  
10 specific purposes and powers shall not be construed to restrict in  
11 any manner the general terms and powers of this corporation, nor  
12 shall the expression of one thing be deemed to exclude another,  
13 although it be of like nature. The enumeration of objects or pur-  
14 poses herein shall not be deemed to exclude or in any limit by in-  
15 ference any powers, objects, or purposes which this corporation is  
16 empowered to exercise, whether expressly by force of the laws of  
17 the State of Idaho, now or hereafter in effect, or impliedly by any  
18 reasonable construction of said law.

19 V.

20 In furtherance, and not in limitation of the powers conferred  
21 by Statute, the Board of Directors is expressly authorized:

22 To make and alter by-laws of this corporation, to fix the  
23 amount to be reserved as working capital over and above its capital  
24 stock paid in, and to authorize and cause to be executed mortgages  
25 and liens upon the real and personal property of this corporation.

26 If the by-laws so provide, to designate two or more of its  
27 members to constitute an executive committee, which committee shall  
28 for the time being, as provided in said resolution or in the by-  
29 laws of this corporation, have and exercise any or all of the  
30 powers of the Board of Directors in the management of the business  
31 and affairs of this corporation to be affixed to all papers which  
32 may require it.

VI.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

The capital stock of this corporation shall consist of two thousand shares, divided into one thousand shares of preferred stock at a par value of One Hundred Dollars (\$100.00) each, said preferred stock being designated as Class "A" stock, and one thousand shares of common stock at a par value of one hundred dollars each, said common stock to be designated as Class "B" stock.

The terms in which these two classes of stock are created and the particular character and preference of preferred stock and the conditions and limitations applying thereto and the common stock are as follows:

(a) The owners of the preferred stock shall be entitled to receive, when and as declared by the Board of Directors of this Corporation, accumulative dividends thereon from the date of issuance for the said preferred stock at the rate of Six per cent (6%) per annum and no more, payable out of the surplus profits of this Corporation annually on the 31st day of December of each year before any dividends shall be paid or set apart for any Common stock. Dividends on the preferred stock shall be accumulative, so that if any year, the dividends amounting to Six per cent (6%) shall not have been paid on such stock, that deficiency shall be paid before any dividends shall be paid upon or set apart for the common stock.

(b) This Corporation may at any time, or from time to time shall be permitted under the laws of the State of Idaho, redeem the whole or any part of its preferred stock on any annual dividend date by paying therefor in case \$120.00 per share, in all accrued and paid dividends thereon at the date fixed for such redemption. At

1 least sixty (60) days notice at every such redemption shall be  
2 given to the holders of records of the stock to be redeemed in  
3 such manner as shall be provided in the by-laws of this corporation,  
4 or from time to time a resolution of the Board of Directors. If at  
5 any time this corporation shall determine to redeem less than the  
6 whole amount of this preferred stock then outstanding, the parti-  
7 cular stock to be redeemed shall be ascertained in such manner as  
8 shall be provided in such by-laws, or from time to time by a resolu-  
9 tion of its Board of Directors. Except as otherwise specifically  
10 provided, the Board of Directors shall have full discretion to sub-  
11 scribe and regulate from time to time the procedure to be followed  
12 in and all details concerning the redemption of shares to the  
13 preferred stock.

14 (c) If any surplus profits of the corporation remaining after  
15 the payment of the full dividends of the preferred stock for all  
16 previous dividend periods, and after full dividends thereon for the  
17 then current annual dividend period shall be declared of being paid  
18 in full by the Board, then, not otherwise, dividends may be de-  
19 clared upon the Common Stock.

20 (d) In the event of any liquidation, dissolution, or winding  
21 up of the Corporation, the holders of the preferred stock shall be  
22 entitled to be paid in full at the par value thereof, and all  
23 accrued unpaid dividends thereof, before any sums shall be paid to  
24 or any assets to be distributed among the holders of the common  
25 stock, and after payment to the holders of the preferred stock, the  
26 amounts payable to them as heretofore provided, the remaining  
27 assets and funds of the Corporation shall be distributed among the  
28 holders of the Common stock.

29 (e) Holders of the common stock of this corporation shall be  
30 entitled to one vote for each and every share of common stock stand-  
31 ing to his, her or its name in any and all meetings of the stock-  
32 holders of the Corporation. No holders of the preferred stock shall  
be entitled to cast any vote on account of ownership of any such

1 preferred stock.

2  
3 VII.

4 All or any portion of the capital stock may be issued for cash  
5 or in payment for real or personal property, service, or any other  
6 right or thing of value, for the uses and purposes of the corporation,  
7 and when so issued shall become and be fully paid, the same as though  
8 paid for in cash at part; and the directors shall be the sole judges  
9 of the value of any property, right or thing acquired in exchange  
10 for capital stock.

11 VIII.

12 From time to time the capital stock may be increased according  
13 to law, and may be issued in such amounts and proportions as shall  
14 be determined by the Board of Directors, and as may be permitted by  
15 law.

16 IX.

17 The name and postoffice address of each of the incorporators  
18 and a statement of the number of shares subscribed for by each, is  
19 as follows:

20 RAY L. ANDREWS	Keoskia, Idaho	1 Class B	\$100.00
RUTH ANDREWS	Keoskia, Idaho	1 Class B	\$100.00
21 WILLIAM J. DEE	Grangeville, Idaho	1 Class B	\$100.00

22 This corporation reserves the right to amend, alter, change or  
23 repeal any provisions contained in this certificate of incorporation  
24 in the manner now or hereafter prescribed by statute, and all rights  
25 conferred upon stockholders herein are granted, subject to this  
26 reservation.

27 X.

28 The private property of the stockholders shall not be subject  
29 to the payment of corporate debts to any extent whatsoever.

30 WE, THE UNDERSIGNED, being each one of the original subscribers  
31 to the capital stock hereinbefore named for the purpose of forming  
32 a corporation to do business both within and without the State of  
Idaho, and in pursuance of the laws of the State of Idaho, do make

1 and file these Articles of Incorporation, hereby declaring and cer-  
2 tifying that the facts herein stated are true, and we respectfully  
3 agree to take the number of shares of stock hereinbefore set  
4 opposite our names and accordingly have hereunto set our hands and  
5 seals this 5 day of June, 1973.  
6  
7

8  
9   
RAY L. ANDREWS

10  
11   
RUTH ANDREWS


12  
13  
14   
WILLIAM J. DEE

15  
16 STATE OF IDAHO )  
17 County of Idaho ) ss.

18 On this 5 day of June, 1973, before me, the under-  
19 signed Notary Public in and for said county and state, personally  
20 appeared RAY L. ANDREWS, RUTH ANDREWS, and WILLIAM J. DEE, known  
21 to me to be the persons who executed the within and foregoing  
22 Articles of Incorporation of THREE RIVERS, INC. and acknowledged  
23 to me that they executed the same in triplicate.

24 IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
25 my official seal in the day and year in this certificate first  
26 above written.

27 (SEAL)

28   
Notary Public in and for the  
State of Idaho;  
29 Residing at Cottonwood,  
therein.  
30  
31  
32