

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, J. D. (CY) PRICE, 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

WEISER GOLF ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **eighth** day of **June** A. D. One Thousand Nine Hundred **Forty-eight** and is duly recorded on Film No. **13** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 29-103, 29-1101 and 29-1102, Idaho Code, Annotated.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Weiser** in the County of **Washington**, and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, 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 City, the Capital of Idaho, this **eighth** day of **June**, in the year of our Lord one thousand nine hundred **forty-eight**, and of the Independence of the United States of America the One Hundred **Seventy-second**.

Secretary of State.

ARTICLES OF INCORPORATION

of

Weiser Golf Association, Inc.

KNOW ALL MEN BY THESE PRESENTS: That we, Chas. F. Gill, A. L. Brown, and Frank D. Ryan, citizens of the United States and residents of Weiser, Washington County, Idaho, all being over the age of twenty-one years, and being the duly elected and qualified directors of said Weiser Golf Association, Inc. of Weiser, Idaho, pursuant to resolution of the membership of said Association adopted in its meeting of May 26, 1948, associate ourselves for the purpose of forming a corporation pursuant to Chapter Eleven, Title 29, and particularly Sections 29-1101 and 29-1102 as amended, and all other applicable laws of the State of Idaho relating to corporations not organized for profit, do associate ourselves for the purpose of forming such corporation under the laws of the State of Idaho, and for this purpose we do hereby certify and declare, to-wit:

ARTICLE I.

The NAME of this corporation is and shall be "WEISER GOLF ASSOCIATION, INC." of Weiser, Washington County, Idaho.

ARTICLE II.

The OBJECTS of this corporation are and shall be to build, construct and operate a golf course in Washington County, Idaho, to promote the sentiments of and advance the sport of golf, and furnish the usual facilities for playing golf for the benefit of the membership in said Association and the guests of its members, and such others as may be permitted to play thereon, under such rules and regulations and by-laws as may be adopted in relation thereto, and in general that the corporation do all things consistent with and incident to the principal purpose of constructing and operating a golf course and furnishing recreation for its members and their guests and such facilities for playing golf as are incident to a golf course, and/or as the membership may from time to time decide upon, and such corporation shall have

power and authority to purchase, own, acquire by gift or donation, lease, hold, control, sell, mortgage and improve, real and personal property for the business and objects of said corporation.

ARTICLE III.

The TERM for which this corporation shall exist is perpetual.

ARTICLE IV.

At the time of the making of these Articles of Incorporation, said Association owns the beneficial interest in the following described real estate situated in Washington County, Idaho, to-wit:

The South Half of the Northwest Quarter of Section 29, in Township 11 North, of Range 5 West of B.M., excepting therefrom, however, the following described tracts:

Beginning at the Southwest corner of the Northwest Quarter of said Section 29, and thence run North 16 rods, thence run East 50 rods; thence run South 16 rods; thence run West 50 rods to the place of beginning.

Also excepting the following:

Beginning at a point 30 feet East of the West line, and North 300 feet from the Southwest corner of the Southeast Quarter of the Northwest Quarter of said Section 29, and thence run North 132 feet; thence run East 300 feet; thence run South 132 feet; thence run West 300 feet to the place of beginning.

Together with the appurtenances thereunto belonging or in anywise appertaining.

ARTICLE V.

This corporation is and shall be managed by a Board of Directors, which at no time shall consist of less than 3 nor more than 35 members, all of whom shall be citizens of the United States and voting members of said corporation, and at the time of this incorporation the duly elected directors for the first year are Chas.
F. Gill, A. L. Brown,
and Frank D. Ryan, and the number of directors may from time to time be increased to not more than 35 and thereafter diminished to not less than 3, as the corporation shall by its by-laws provide. The directors shall administer all the property of said corporation, real and personal, and attend to its legal and financial business in accordance with these Articles, the by-laws and resolutions as said corporation may adopt, and said directors shall elect

among said Board a President and Vice President and appoint from the members a Secretary-Treasurer. Such other officers and employees shall be appointed or hired as the Board or the membership from time to time shall authorize or determine, and such directors shall at all times be subject to and act in accordance with the by-laws and authorizations of the membership as decided upon by such membership from time to time in accordance with and subject to these Articles and the By-Laws of said corporation.

ARTICLE VI.

The annual business meeting of said corporation shall be held in Weiser, Idaho, at such place as the Board of Directors shall determine, or when a suitable building for the purpose is erected, then on said real estate as hereinbefore described, on the second Wednesday in the month of May of each year, at such hour as the Board shall fix. The time and place of such annual meeting shall be made known to all voting members of said corporation by mail at least five days prior to such meeting. The mode of election of directors at such annual business meeting shall be by majority ballot of all voting members present at such meeting. At the time of making these Articles of Incorporation 3 directors have been duly elected, and when certificate of incorporation is duly issued, said directors shall meet and draw lots, one to hold office until the next annual meeting on the second Wednesday in May, 1949, one to hold office until the annual meeting in May, 1950, and one to hold office until the annual meeting in May, 1951, and until their and each of their successors are elected and qualified. Thereafter one-third of the directors shall be elected in the said annual business meeting of the corporation each year and shall hold office for three consecutive years, or until their successors shall have been elected and qualified. In case of a vacancy in said Board of Directors the remaining members of the Board shall at a meeting duly held appoint a member to fill the vacancy for the unexpired term.

ARTICLE VII.

That said directors hereinbefore named were duly elected by more than a majority of the voting members present at a meeting of the Association duly called and held at the assembly room of the Weiser Chamber of Commerce in the City Building in Weiser, Washington County, Idaho, on May 26, 1948, at the hour of 8 o'clock P.M. That notice of said meeting, together with its purpose of electing said directors and authorizing them to incorporate said Association, was duly published in the "Weiser American" for a period of two weeks (three weekly issues) prior to said election, during which period notice of said meeting and election was also properly posted in a conspicuous place on the building in which said election was held. The names of the directors so elected are as hereinbefore named and the address of each is Weiser, Idaho.

ARTICLE VIII.

The memberships in said corporation shall be in the amount of \$10.00 each and each \$10.00 membership shall be entitled to a vote, the rights and privileges of such memberships to be such as may be hereafter fixed in the By-Laws of said corporation.

ARTICLE IX.

That the legal title to the real estate hereinbefore described is of record in the City of Weiser, and said Weiser Golf Association is the beneficial owner of said real estate, said City holding such real estate as Trustee pursuant to a Decree of Court dated the 2nd day of September, 1947, in an action in the District Court of the Seventh Judicial District of the State of Idaho, in and for the County of Washington, in which F. S. Gwilliam, et. al., was and are plaintiffs and Weiser State Bank et. al., was and are defendants and in the event said Golf Association or the membership thereof shall determine to sell such real estate, then said real estate may be sold by said Trustee executing a deed to the grantee when so authorized by a majority vote of the membership in said Weiser Golf Association at a meeting called or held for the purpose, and to such

deed there shall be attached a certificate to the effect that said deed is issued pursuant to resolution duly and regularly adopted by such membership at a regular or special meeting held for that purpose, and such certificate when so made shall constitute conclusive evidence that the meeting was held and the necessary resolution adopted, and that said Trustee or its successor had authority to convey said real estate and the facilities therewith.

ARTICLE X.

Attached hereto and forming a part hereof, is a certificate of the Secretary of said Association verifying the above facts stated in Article VII and said persons so elected have hereunto subscribed their names.

IN WITNESS WHEREOF, We the said directors and incorporators have set our hands and seals hereunto in triplicate on this the 27th day of May, 1948.

Chas. F. Gill (SEAL)
A. L. Brown (SEAL)
Frank D. Ryan (SEAL)

STATE OF IDAHO)
County of Washington) ss.

On this the 27th day of May, 1948, before me, F. B. Lloyd, a Notary Public in and for the State of Idaho, personally appeared Chas. F. Gill, A. L. Brown, and Frank D. Ryan, all of Weiser, Washington County, Idaho, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

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

F. B. Lloyd
Notary Public
Residing at Weiser, Idaho.

STATE OF IDAHO)
County of Washington) ss.

I, Georgiana Alme, Secretary of the Weiser Golf Association of Weiser, Washington County, Idaho, do hereby certify as follows:

First: That a business meeting was duly called and held by the membership of the above named Association on the 26th day of May, 1948, at the hour of 8 o'clock P.M. in Weiser, Idaho, in the Weiser Chamber of Commerce rooms located in a building known as the City Building, for the purpose of electing a Board of 3 Directors consisting of 3 members, to execute these Articles of Incorporation and incorporate said Association, and to administer all its property, both real and personal and handle and transact its legal, financial, and business affairs;

Second: That such business meeting and election was called and held by virtue of publication of a notice duly published in the "Weiser American", a newspaper printed and published in Weiser, Idaho, and of general circulation therein, such notice being published for a period of two weeks, being three issues of said newspaper, and by posting a like notice in a conspicuous place on the building in which said election was held.

Third: That at such meeting the following persons, all of whom reside in Weiser, Washington County, Idaho, and are residents and citizens of the United States of America and the State of Idaho, and voting members of said Association, were duly elected as such directors by a majority of the voting members present at such meeting, such directors so elected being as follows:

<u>Chas. E. Gill</u>	Weiser, Idaho.
<u>A. L. Brown</u>	Weiser, Idaho.
<u>Frank D. Ryan</u>	Weiser, Idaho.

IN WITNESS WHEREOF, I have hereunto subscribed my name this
27th day of May, 1948.

Georgia Alme
Secretary, Weiser Golf Association,
Weiser, Washington County, Idaho.

Subscribed and sworn to before me this 27th day of May, 1948.

Frank D. Ryan
Notary Public
Residing at Weiser, Idaho.

Affidavit of Publication

STATE OF IDAHO, } ss.
County of Washington. }

Harry N. Nelson, being duly sworn, deposes and says:
That he is the publisher of WEISER AMERICAN, a weekly newspaper published at Weiser, in the County of Washington and State of Idaho; that said paper has been and is in general circulation in the county aforesaid, and in the vicinity of Weiser; that the advertisement, a copy of which is hereto attached, was published in said news-

paper once a week for 3 consecutive weeks in the regular and entire issue of every number of said paper during the period and time of publication, and was published in the newspaper proper and not in a supplement; that said paper has been established and regularly and continuously published for more than seventy-eight weeks past previous to the first publication of this notice. Such notice was published in the issues beginning with

May 10th, 1948 and ending
with the issue of May 24th, 1948.

Fees \$.....

Harry N Nelson

Subscribed and sworn to before me this 27th

day of May, 1948.

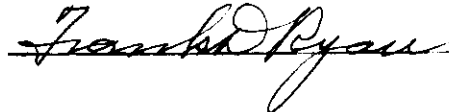
Frank D. Ryan
Notary Public Residing at Weiser, Idaho

My Commission Expires, 194.....

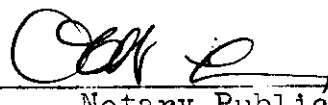
No. 53
NOTICE OF MEETING TO MEMBERS OF WEISER GOLF ASSOCIATION
NOTICE IS HEREBY GIVEN that the Board of Directors of the Weiser Golf Association have passed a Resolution calling for a meeting of the membership to consider and act upon the question of whether or not we should incorporate the Association under Chapter 11 of Title 23 Idaho Codes Annotated, and particularly Section 23-1101 ICA and pertinent subsequent Sections. Accordingly, notice is hereby given that a meeting of the membership of The Weiser Golf Association will be held at the Weiser Chamber of Commerce Assembly Room in the City Building on West Idaho Street, in Weiser, Idaho, on Wednesday the 26th day of May, 1948, at the hour of 8 o'clock P. M. for the purpose of the members considering and acting on the matter of incorporating said Association under the Chapter above referred to and if they decide so to incorporate, then to elect three or more directors under the provisions of said Chapter, and if it is decided against incorporating such Association, then in any event to elect three directors for the ensuing year, and notice is further given that at such meeting any other business may be transacted that is brought before the meeting.
Dated this 6th day of May, 1948.
CHAS. F. GILL
President Weiser Golf Association
Attest: Georgiana Alme Secretary 13-3A

STATE OF IDAHO)
 :ss.
County of Washington)

Frank D. Ryan, being first duly sworn on oath, says:
That he is Vice President and a member of the Board of Directors of the Weiser Golf Association, and on the 6th day of May, 1948, he duly posted at the front door of the Weiser Chamber of Commerce Assembly Room in the City Building on West Idaho Street in Weiser, Idaho, a copy of notice of meeting of members of the Weiser Golf Association, a copy of which such notice is hereto attached, and that such notice remained posted in said place up to the time of the holding of the meeting called in such notice.



Subscribed and sworn to before me this 27th day of May, 1948.


Notary Public
Residing at Weiser, Idaho.

NOTICE OF MEETING TO MEMBERS OF WEISER GOLF ASSOCIATION.

NOTICE IS HEREBY GIVEN that the Board of Directors of the Weiser Golf Association have passed a Resolution calling for a meeting of the membership to consider and act upon the question of whether or not we should incorporate the Association under Chapter 11 of Title 28 Idaho Codes Annotated, and particularly Section 29-1101 ICA and pertinent subsequent Sections. Accordingly, notice is hereby given that a meeting of the membership of the Weiser Golf Association will be held at the Weiser Chamber of Commerce Assembly Room in the City Building on West Idaho Street on Wednesday, the 26th day of May, 1948, at the hour of 8 o'clock P.M. for the purpose of the members considering and acting on the matter of incorporating said Association under the Chapter above referred to and if they decide so to incorporate, then to elect three or more directors under the provisions of said Chapter, and if it is decided against incorporating such Association, then in any event to elect three directors for the ensuing year, and notice is further given that at such meeting any other business may be transacted that is brought before the meeting.

Dated this 6th day of May, 1948.

Chas. F. Gill
President Weiser Golf Association

Attest: Georgiana Alme
Secretary