



CERTIFICATE OF INCORPORATION  
OF

TOUR TRAINS, 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 \_\_\_\_\_

TOUR TRAINS, INCORPORATED

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 \_\_\_\_\_, 19 80 \_\_\_\_\_.



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

JUN 6 11 06 AM '80

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

TOUR TRAINS, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned each being a natural person of full age and citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Business Corporation Act, and we do hereby certify, declare and adopt the following Articles of Incorporation.

I.

The name of this corporation shall be TOUR TRAINS, INCORPORATED.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The location fo the registered office of this corporation shall be 2218 Woodlawn, City of Boise, State of Idaho 83702. The name of its registered agent at said address is Barbara E. King.

IV.

The corporation is formed for the following purpose:  
The transaction of any and all lawful business for which corporations may be incorporated under the terms of the Idaho Business Corporation Act.

V.

The corporation shall be a close corporation.

VI.

The corporation's stock of all classes, with the exception of treasury stock, shall be held of record by no more than ten (10) persons. The corporation shall at no time make any offering of its stock of any class, which offering would constitute a public offering under the Securities Act of 1933 and any amendments thereto, or under any applicable statutes of the State of Idaho.

VII.

That the total authorized number of par value shares of this corporation shall be 2500 of par value of \$100.00 each, and of the aggregate par value of \$250,000, which said shares shall be common stock and shall not be subject to assessment.

VIII.

That the names and post office addresses of each of the incorporators are:

<u>Name</u>	<u>Address</u>
Barbara E. King	2218 Woodlawn, Boise Idaho 83702
Arnold Panitch	2218 Woodlawn, Boise Idaho 83702

XI.

The initial Board of Directors shall consist of two (2) directors. Barbara E. King and Arnold Panitch, both of 2218 Woodlawn, Boise, Idaho 83702, shall serve as directors until the first annual meeting of shareholders, or until such time as successors are duly elected and qualify.

X.

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-Laws.

XI.

Any contract or other transaction between this corporation and one or more of its directors, or between this corporation and any corporation, firm, association or other entity of which one or more of its directors are stockholders, members, directors, officers or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, by voting or otherwise, even though his or their presence or vote, or both, might have been necessary to obligate this corporation upon such contract or transaction; provided, that the fact of such interest shall be disclosed to or known by the Directors acting on such contract or transaction.

XII.

All of any meetings of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho.

XIII.

No shareholder of the Corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of the Corporation issued, optioned, or sold by it after its incorporation. No part of the capital stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of the Corporation authorized by these Articles of Incorporation or by any amended articles duly filed, may at any time be issued, optioned for sale, and sold or disposed of by the Corporation without first offering such stock or securities or any part thereof to existing share holders.

IN WITNESS WHEREOF, we have signed dupilcate originals of these Articles this 5<sup>th</sup> day of June, 1980.

Barbara E. King  
Barbara E. King

Arnold Panitch  
Arnold Panitch

STATE OF IDAHO     )  
County of Ada     )     ss.

On this 5<sup>th</sup> day of June, 1980 before me, the undersigned, a Notary Public in and for said State, personally appeared Barbara E. King and Arnold Panitch 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.

Leonard J. Hume  
Notary Public for Idaho  
Residing at Boise, Idaho