

# State of Idaho

## Department of State

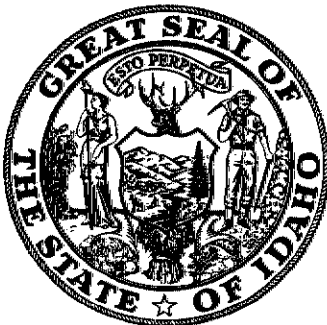
### CERTIFICATE OF INCORPORATION OF

MACS' CLAN, INCORPORATED  
File number C 109118

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: January 20, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sikel*

RECEIVED  
SEC. OF STATE

ARTICLES OF INCORPORATION  
OF

95 JAN 17 AM 8 49 MACS' CLAN, INCORPORATED

JAN 20 1 44 PM '95  
SECRETARY OF STATE

The undersigned, being over the age of eighteen (18), acting as incorporators of a Corporation under the Idaho Business Corporation Act hereby adopt, in duplicate, the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be:

MACS' CLAN, INCORPORATED

ARTICLE II

DURATION OF CORPORATION

The period of duration of the Corporation shall be perpetual.

ARTICLE III

CORPORATE PURPOSES

The purpose or purposes for which the Corporation is organized are:

Section 1.

To conduct any business associated with outdoor recreation, including, but not limited to: boating, sailing, canoeing, jet skiing, cabin rental, snow skiing, snow mobiling, winter sports horseback riding, hiking, back packing, hunting, fishing, swimming, camping, picnicking, nature study, and the rental and leasing of any and all items necessary for such activities.

IDaho SECRETARY OF STATE  
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## Section 2.

In general, to carry on any lawful business whatsoever in connection with the foregoing which is calculated, directly or indirectly, to promote the interests of the Corporation or to enhance the value of its properties.

## Section 3.

To engage in and carry on any lawful business or trade, regardless of whether or not said business or trade is directly or indirectly related to the business referred to in subsection 1 of this Article and to exercise all powers granted to a corporation formed under the Idaho Business Corporation formed under the Idaho Business Corporation Act, including any amendments thereto or successor statute that may hereinafter be enacted.

## ARTICLE IV

### CAPITALIZATION

The aggregate number of shares which the Corporation shall have the authority to issue is fifty shares of Common stock having no par value. There shall be no other class or shares of stock in the Corporation.

## ARTICLE V

### GENERAL PROVISIONS

## Section 1.

The Board of Directors shall have full power to adopt, alter, amend, or repeal the Bylaws or adopt new Bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend, or repeal the Bylaws.

## Section 2.

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation.

## Section 3.

The Corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its Directors, officers, and shareholders and with Corporations, associations, firms, and entities in which they are or may be or become interested as Directors, officers, shareholders, members, or otherwise, as freely as though such adverse interests did not exist, even though the vote, action, or presence of such Director, officer, or shareholder may be necessary to obligate the Corporation upon such contracts or transactions; and 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 such 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 and officers of the Corporation (but not in the case of shareholders who are not Directors or officers), the nature of the interest of such Directors of the Corporation, association, firm, or entity shall be sufficient disclosure as to

such Director or officer with respect to all contracts and transactions with that Corporation, association, firm, or entity.

#### ARTICLE VI

##### REGISTERED OFFICE AND ADDRESS

The physical address of the initial registered office of the Corporation is 202 Coeur d'Alene Ave. Harrison, ID and the name of its initial registered agent at such address is Peggy McClelland.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of number of first Directors shall be one (1), unless the number of shareholders shall be less than three, in which event the number of the first Directors may be equal to the number of shareholders, and they shall serve until the first annual meeting of shareholders or until their successors are elected and qualified; the names and addresses of the first Directors are as follows:

##### Name

President, Peggy McClelland  
P.O. Box 168  
Harrison ID

Secretary/Treasurer, Robert McClelland  
P.O. Box 168  
Harrison ID

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

Robert and Peggy McClelland  
POB 168  
Harrison ID

Executed in duplicate this 29<sup>TH</sup> day of August, 1994.

Robert J. McClelland

ROBERT MCCLELLAND  
Incorporator

Peggy McClelland

PEGGY MCCLELLAND  
Incorporator

SUBSCRIBED AND SWORN to before me, the undersigned Notary  
Public, on this 29 day of August, 1994.

Carl D. Lewis

Notary Public for Idaho  
Residing in Post Falls  
My Commission Expires: 6-15-2000