

**FILED EFFECTIVE**  
**Articles of Incorporation**

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**Arctic Creek Lodge & Tours, Inc.** SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, a natural person eighteen years of age or older, hereby establish's a corporation pursuant to the Idaho Code Title 30 Chapter 1 and adopt the following Articles of Incorporation:

**FIRST:** The name of the corporation shall be: Arctic Creek Lodge & Tours, Inc.

**SECOND:** The Corporation may transact any legal and lawful business and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Idaho.

**THIRD:** (a) The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of common stock. The shares of this class of common stock shall have unlimited voting rights and shall constitute the sole voting group of the corporation, except to the extent any additional voting group or groups may hereafter be established in accordance with the Idaho Code Title 30 Chapter 1. The shares of this class shall also be entitled to receive the net assets of the corporation upon dissolution.

(b) Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation and entitled to vote, except that in the election of directors each shareholder shall have as many votes for each share held by him as there are directors to be elected and for whose election the shareholder has a right to vote. Cumulative voting shall not be permitted in the election of directors or otherwise.

(c) The corporation elects to have preemptive rights.

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**FOURTH:** The number of directors of the corporation shall be fixed by the bylaws, or if the bylaws fail to fix such number, then by resolution adopted from time to time by the board of directors. The following persons are elected to serve as the corporation's initial directors until the first annual meeting of shareholders or until their successors are duly elected and qualified:

**NAME**

**ADDRESS**

James C. O'Connor

22 Hammon Drive  
Salmon, ID 83467

**FIFTH:** The street address of the initial registered office of the corporation is 22 Hammon Drive, Salmon, Idaho, 83467. The name of the initial registered agent of the corporation at such address is James C. O'Connor.

**SIXTH:** The address of the initial principal office of the corporation is 22 Hammon Drive, Salmon, Idaho, 83467.

**SEVENTH:** The following are inserted for the management of the business and for the conduct of the affairs of the corporation, and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law.

(a) **Conflicting Interest Transactions.** As used in this paragraph, "conflicting interest transaction" means any of the following: (i) a loan or other assistance by the corporation to a director of the corporation or to an entity in which a director of the corporation is a director or officer or has a financial interest; (ii) a guaranty by the corporation of an obligation of a director of the corporation or of an obligation of an entity in which a director of the corporation is a director or officer or has a financial interest; or (iii) a contract or transaction between the corporation and a director of the corporation or between the corporation and an entity in which a director of the corporation is a director or officer or has a financial interest. No conflicting interest transaction shall be void or voidable, be enjoined, be set aside, or give rise to an award of damages or other sanctions in a proceeding by a shareholder or by or in the right of the corporation, solely because the conflicting interest transaction involves a director of the corporation or an entity in which a director of the corporation is a director or officer or has a

financial interest, or solely because the director is present at or participates in the meeting of the corporation's board of directors or of the committee of the board of directors which authorizes, approves or ratifies a conflicting interest transaction, or solely because the director's vote is counted for such purpose if: (A) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or the committee, and the board of directors or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or (B) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the shareholders entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved or ratified in good faith by a vote of the shareholders; or (C) a conflicting interest transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof, or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes, approves or ratifies the conflicting interest transaction.

**(b) Limitation on Director's Liability.** No director of this corporation shall have any personal liability for monetary damages to the corporation or its shareholders for breach of his fiduciary duty as a director, except that this provision shall not eliminate or limit the personal liability of a director to the corporation or its shareholders for monetary damages for: (i) any breach of the director's duty of loyalty to the corporation or its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) voting for or assenting to a distribution in violation of Idaho Statutes or the articles of incorporation if it is established that the director did not perform his duties in compliance with Idaho Statutes; provided that the personal liability of a director in this circumstance shall be limited to the amount of the distribution which exceeds what could have been distributed without violation of Idaho Statutes or the articles of incorporation; or (iv) any transaction from which the director directly or indirectly derives an improper personal benefit. Nothing contained herein will be construed to deprive any director of his right to all defenses ordinarily available to a director nor will anything herein be construed to deprive any director of any right he may have for contribution from any other director or other person.

**EIGHTH:** The name and address of the incorporator is:

James C. O'Connor  
22 Hammon Drive  
Salmon, Idaho 83467

Dated: 12/26/2007

  
Signed:  
Incorporator

The undersigned hereby consents to the appointment as the initial registered agent for  
Arctic Creek Lodge & Tours, Inc.

James C. O'Connor  
22 Hammon Drive  
Salmon, Idaho 83467

  
Initial Registered Agent