



CERTIFICATE OF INCORPORATION
OF

MOUNTAIN WEST OUTDOOR CLUB, INC.

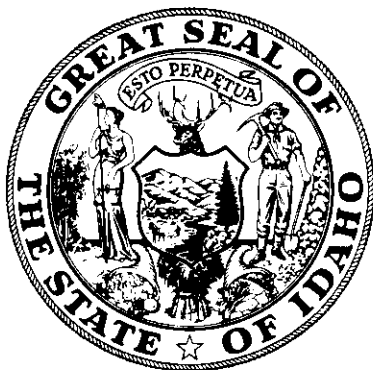
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

MOUNTAIN WEST OUTDOOR CLUB, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 March 7, 19 83.



SECRETARY OF STATE

Corporation Clerk

'83 MAR 7 PM 2:28
ARTICLES OF INCORPORATION
OF SECRETARY OF
MOUNTAIN WEST OUTDOOR CLUB STATE

ARTICLE 1

The name of this corporation shall be MOUNTAIN WEST OUTDOOR CLUB, INC.

ARTICLE 2

The corporation is a non-profit corporation under the provisions of Chapter 3, Title 30, Idaho Code and all other laws of the State of Idaho pertaining thereto.

ARTICLE 3

The corporation shall have perpetual existence.

ARTICLE 4

The corporation is a recreational and social organization, the purposes of which are as follows:

(1) To provide members with planned outdoor sport and team sport and team sport group activities, including, but not limited to hiking, backpacking, Alpine skiing, cross country skiing, bicycling, mountaineering trips, winter camping, water sports events, softball, volleyball and other team sports.

(2) To present informational programs to members regarding the types of outdoor activities described in (1);

(3) For similarly related and incidental social and recreational functions; and

(4) To have and exercise all general powers necessary and convenient to effect its purpose in accordance with the laws of the State of Idaho.

ARTICLE 5

The corporation shall have members. There shall be two classes of members. The rights and qualifications of the members

of each class shall be as provided in the Bylaws of the corporation. The corporation shall issue cards or other instruments evidencing membership in Mountain West Outdoor Club, Inc.

Assessments (dues) may be levied upon all members and classes of members, which assessments (dues) may or may not be the same for each class. The amount of such assessment (dues) shall be fixed and the method of collection thereof shall be as set forth in the Bylaws.

The corporation shall be a non-stock corporation. No dividends shall be declared nor earnings, income or pecuniary profits distributed to the members, or officers of the corporation; provided, however, that the foregoing does not apply to the payment of compensation in a reasonable amount for services rendered.

ARTICLE 6

The affairs of the corporation shall be managed by the members who shall elect the officers of the corporation. The number, qualification, term of office, manner of election, and the time and place of calling officers' meetings shall be prescribed in the Bylaws.

ARTICLE 7

An annual meeting of the membership of the corporation shall be held upon a date provided for in the Bylaws.

ARTICLE 8

Notwithstanding any term or provision of any article hereof, the corporation is organized and shall be operated exclusively for recreation and social purposes, as permitted by United States Internal Revenue Code ("IRC") Section 501(c)(7), and no part of the net earnings of the corporation shall inure to the benefit of any private member or individual. The corporation

shall not participate in or intervene in any political campaign on behalf of any candidate for public office, and no substantial part of its activities shall constitute carrying on propaganda, or otherwise attempting to influence legislation. The purposes of the corporation shall be limited to those set forth in this Article 8 and in Article 4 of these Articles of Incorporation, so that the corporation may enjoy exemption from taxation as an exempt organization under IRC Section 501(c)(7). Mountain West Outdoor Club, Inc. is organized solely for non-profitable purposes and more specifically for the non-profitable purpose of outdoor recreation activities, with informational and social purposes incidental thereto, and the corporation being organized and operated exclusively as herein stated. The corporation may perform all other acts described in all other articles of these Articles unless such acts are restricted, prohibited, or modified by the terms of this Article 8.

ARTICLE 9

The assets and property of Mountain West Outdoor Club, Inc. are hereby dedicated for the purposes set forth in Article 4 and 8 herein. In the event of dissolution of the corporation, the disposal of assets or property shall be determined at the time of such dissolution by the officers, provided that assets or property may be transferred only to a non-profit corporation operated exclusively for recreational purposes as at that time qualify as an exempt organization under IRC Section 501(c)(7) and having objects or purposes similar to those to which Mountain West Outdoor Club, Inc. is devoted, or to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of Mountain West Outdoor Club, Inc. is then located, to such

organization or organizations, to be used in such manner as in the judgment of the court will best accomplish the general purposes for which Mountain West Outdoor Club, Inc. is organized. In no event shall any assets or property of Mountain West Outdoor Club, Inc. be distributed to its members.

ARTICLE 10

The initial registered office of the corporation is at 3905 Vista Avenue, Idaho 83705. The initial registered agent of the corporation at such address is Madonna Lengerich.

The principal organizer is Sue Parker, whose address is 1709 South Pacific, Boise, Idaho 83705.

ARTICLE 11

The incorporators of the corporation are:

- | | |
|-----------------------|--|
| 1. Timothy C. Duffner | 8355 West State Street
Boise, Idaho 83703 |
| 2. Barbara G. Howard | 2141 Illinois Avenue
Boise, Idaho 83706 |
| 3. Robert L. Parenti | 8364 Desert Avenue
Boise, Idaho 83709 |

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 3rd day of March 1983.


TIMOTHY C. DUFFNER


BARBARA G. HOWARD


ROBERT L. PARENTI

STATE OF IDAHO)
 : ss.
County of Ada)

On this 3rd day of March, 1983, before me, the undersigned Notary Public in and for said State, personally appeared Timothy C. Duffner, Barbara G. Howard and Robert L. Parenti, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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

Debra Myers
NOTARY PUBLIC FOR IDAHO
Residing at: Caldwell, ID