

# State of Idaho

## Department of State

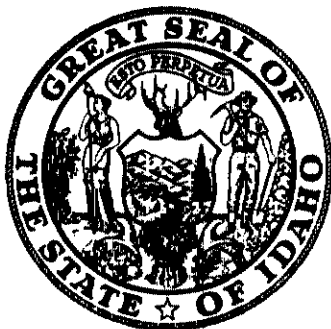
### CERTIFICATE OF INCORPORATION OF

FULL SPECTRUM TOURS, 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 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 31, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE  
By *[Signature]*

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ARTICLES OF INCORPORATION  
OF  
FULL SPECTRUM TOURS, INC.

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The undersigned incorporators desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation is FULL SPECTRUM TOURS, INC..

ARTICLE 2

PURPOSE

The purpose of the corporation is to establish, organize, equip, own, operate, manage, control, maintain, carry on and conduct kayak and rafting tours with emphasis on environmental and ecological impact; to train and guide participants in the proper use of kayak and rafting equipment; and to teach and instruct participants and the public on how to minimize impact on the environment; and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned. The corporation may also purchase, own, hold, and sell real property,

improved and unimproved; to execute notes, deeds of trust, mortgages, and chattel mortgages; to enter into leases as landlord or tenants; to perform or do any act customarily performed or done by a low impact environmental touring company; and to invest in and hold real property.

The corporation may also conduct business and otherwise carry out its purposes and exercise its powers in any state, territory, district or possession of the of the United State, or any foreign country, to the extent that these purposes and powers are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or powers that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States, or any foreign country.

### **ARTICLE 3**

#### **DURATION**

The period of duration of the corporation is perpetual.

### **ARTICLE 4**

#### **REGISTERED OFFICE AND AGENT**

The address of the corporation's initial registered office in the State of Idaho is 9638 Rapid Lightning Road, Sandpoint, County of Bonner, State of Idaho; and the name of its initial registered agent at such address is Josie Merithew.

## ARTICLE 5

### CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000). The total authorized number of shares shall be without par value. The corporation is authorized to issue only one class of stock. Stock shall be issued and transferable only to natural persons who are not non-resident aliens.

## ARTICLE 6

### DIRECTORS

The number of directors constituting the initial board of directors is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Josie Merithew	9638 Rapid Lightning Road Sandpoint, Idaho 83864
Ron Garman	9638 Rapid Lightning Road Sandpoint, Idaho 83864

## ARTICLE 7

### INCORPORATORS

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Josie Merithew	9638 Rapid Lightning Road Sandpoint, Idaho 83864

Ron Garman

9638 Rapid Lightning Road  
Sandpoint, Idaho 83864

## ARTICLE 8

### RESTRICTIONS ON STOCK TRANSFER

No shareholder shall pledge, mortgage, sell, or otherwise transfer all or any portion of his capital stock unless it shall first be offered to the corporation at a price no greater than a bonafide offer by any third person, which offer shall be open to the corporation for a period of one hundred ninety (190) days. In the event any of the said stock is not purchased by the corporation during such period, it shall be offered to the remaining shareholders in the same proportion as their respective stock interests, for a like price and for a similar period of time. Should any of the remaining stockholders decline to purchase his proportionate share of said stock during such period, that share shall be offered to the then remaining shareholders for a like price and for a similar period of time. In the event that any of said stock is not purchased by the corporation or the shareholders, the remaining stock may then be sold by the shareholder at the price of the bonafide offer of the third person. Notice of this restriction shall appear on all stock certificates.

If the corporation or stockholders dispute the purchase price of a bonafide offer, the purchase price shall be determined by appraisal. The cost and expense of the appraisal shall be borne equally by the selling and purchasing parties. If the value as

determined through an independent appraisal is not satisfactory to either the selling or the purchasing party, the value of the shares shall be determined by arbitration, as follows:

The purchasing party and the selling party shall each name an arbitrator. If the two arbitrators cannot agree on a value, they shall appoint a third arbitrator and a decision of the majority shall be binding upon all parties. Arbitration shall be in accordance with the rules of the American Arbitration Association, as such rules may be in effect at the time of arbitration, and as modified by the provisions of Idaho Code §7-901 et seq.. The cost of arbitration shall be borne entirely by the party dissatisfied with the value as determined through independent appraisal.

The terms of payment of the purchase price shall be the terms agreed upon by the selling and purchasing parties, if an agreement can be reached. If the parties cannot agree, the purchase price shall be paid with twenty (20%) percent down in cash within ten (10) days of the determination of the value of the shares to be purchased, and the balance shall be evidenced by a Promissory Note signed by the purchasing party. The note shall bear interest at a rate equal to the Federal Housing Authority rate of interest at the time of sale, and shall provide for monthly payments of principal and interest over three years, commencing thirty (30) days after payment of the down-payment. The note shall provide that in the case of default, at the election of the holder, the entire sum of the principal and interest will be immediately due and payable, and

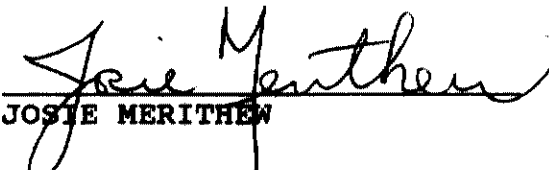
for the payment by the maker of reasonable attorney's fees to the holder in the event suit is commenced because of any default.

## ARTICLE 9

### REGULATION OF INTERNAL AFFAIRS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with the corporate laws of the State of Idaho or these Articles of Incorporation.

EXECUTED in duplicate on this 27 day of January, 1994.

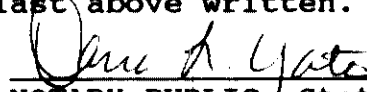
  
JOSIE MERITHEW

  
RON GARMAN

STATE OF IDAHO            )  
                                  ) ss.  
County of Bonner        )

On this 27<sup>th</sup> day of January, 1994, before me, a Notary Public in and for said State, personally appeared JOSIE MERITHEW and RON GARMAN, 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 official seal on the day and year last above written.

  
NOTARY PUBLIC--State of Idaho  
Residing at: Sandpoint  
My Commission Expires: 7-5-98