

State of Idaho

Department of State

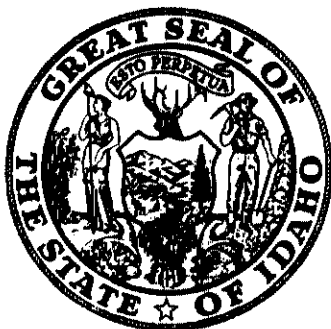
CERTIFICATE OF INCORPORATION OF

LAST CHANCE OUTFITTERS, 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: December 20, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

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ARTICLES OF INCORPORATION

OF

LAST CHANCE OUTFITTERS, INC.

THE UNDERSIGNED, a natural person the age of eighteen (18) years or more, acting as an incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

CORPORATE NAME

The name of this corporation is Last Chance Outfitters, Inc.

ARTICLE II

CORPORATE PURPOSES

The general purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act, including, but not limited to, the following:

(a) The operation and maintenance of a motel business, retail sales of fishing and other sporting equipment, and the providing of guided fishing and outdoor expeditions.

(b) To acquire, own, hold, improve, develop, lease, mortgage, operate, maintain, sell, dispose of, and otherwise deal with commercial real property and any equipment, fixtures, or other personal property that may be used in connection with the operation of commercial real property.

(c) To purchase, own, hold, dispose of, and otherwise deal with stock of other corporations, or interests in general or limited partnerships (as either a general or a limited partner) or joint ventures and to do every act and thing covered generally by the denomination "holding corporation"; and to ~~operate~~ ^{SECRETARY OF STATE} operations of such other entities.

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(d) To do each and every thing necessary, suitable, or ~~proper~~ ^{proper} for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which may at

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any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, partnership, association, joint venture, or corporation.

The foregoing paragraphs shall be construed both as objects and powers and shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho; and it is intended that the purposes, objects, and powers specified in each of the paragraphs of this ARTICLE II, CORPORATE PURPOSES, of these Articles of Incorporation shall be regarded as independent purposes, objects, and powers.

ARTICLE III

SHARES

The aggregate number of shares which this corporation shall have authority to issue is 50,000 shares, common stock, par value of ten cents (\$.10) per share. All stock of the corporation shall be of the same class and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any call or assessment.

ARTICLE IV

NO PREEMPTIVE RIGHTS AND NONCUMULATIVE VOTING

Shareholders shall have no preemptive rights to acquire unissued shares of the stock of this corporation. At each election of Directors, shareholders entitled to vote at such election shall have no right to accumulate their votes.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The address of this corporation's initial registered office and the name of its initial registered agent at such address is:

Lynn C. Sessions
HC 66, Box 482
Island Park, Idaho 83429

ARTICLE VI

DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation is five. The name and address of the persons who are to serve as Directors until the first annual meeting of stockholders and until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Jerry Hartley	234 E. Boynton Road Kaysville, Utah 84037
Lynn Sessions	HC 66, Box 482 Island Park, Idaho 83429
Melanie Sessions	HC 66, Box 482 Island Park, Idaho 83429
Patty Hartley	234 E. Boynton Road Kaysville, Utah 84037
Ray H. Allen	116 South 500 East Salt Lake City, Utah 84102

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator is Bradley Wm. Bowen, STRONG & HANNI, 9 Exchange Place, #600, Salt Lake City, Utah 84111.

ARTICLE VIII

DIRECTORS' CONTRACTS

No contracts or other transactions between the corporation and any other trust, organization or corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are trustees, directors or officers of, such other trust, organization, or corporation.

Any Director individually, or any trust, organization, or corporation with which any Director may be associated, may be a party to or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation, provided that the fact that such Director or such trust, organization or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

Any Director of the corporation who is also a trustee, director or officer of such other trust, organization, or corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contracts or transactions with like force and effect as if such Director were not a trustee, director, or officer of such other trust, organization, or corporation, or not so interested.

ARTICLE IX

LIMITATION OF PERSONAL LIABILITY OF DIRECTORS

Directors of the corporation shall have no personal liability whatsoever to the corporation or its shareholders for monetary damages for any action taken or any failure to take any action if the Director acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful; and all Directors, officers, employees and agents of the corporation shall be entitled to indemnification to the fullest extent permitted by Idaho Code §30-1-5, and any other statute, rule of law, or precedent recognized by the State of Idaho.

DATED this 30th day of November, 1993.

REGISTERED AGENT:


Lynn Sessions

INCORPORATOR:


Bradley Wm. Bowen

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CONSENT TO USE OF NAME

SECRETARY OF STATE

The undersigned, as President of Last Chance Lodge & Outfitters, Inc., an Idaho corporation, hereby consents to the use of the name "Last Chance Outfitters, Inc." by those persons named as directors in the Articles of Incorporation of Last Chance Outfitters, Inc. submitted to the Idaho Secretary of State in November of 1993. This consent is given to allow only Last Chance Outfitters, Inc. the right to use of the similar name, and no other persons or entities.

DATED this 8th day of December, 1993.

LAST CHANCE LODGE & OUTFITTERS, INC.

By: John B Hurley Pres
Dr. John B. Hurley, President