



CERTIFICATE OF DISSOLUTION
OF

PEBBLE CREEK LAND COMPANY

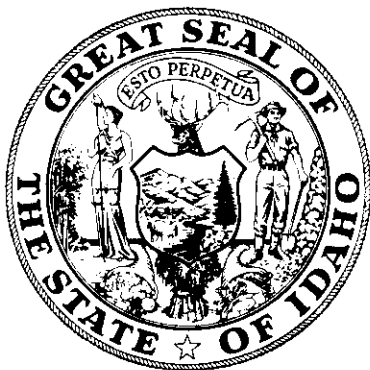
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Dissolution of _____

PEBBLE CREEK LAND COMPANY

duly signed and verified 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
Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated December 30, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF DISSOLUTION

OF

RECEIVED
'81 DEC 30 PM 4 05

PEBBLE CREEK LAND COMPANY

SECRETARY OF
STATE

The undersigned, President and Secretary of Pebble Creek Land Company under the provisions of the Idaho Business Corporation Act, and Section 30-1-89, Idaho Code, adopts the following Articles of Dissolution:

Article 1. The name and address of the corporation is Pebble Creek Land Company, P.O. Box 1056, Pocatello, Idaho, 83204.

Article 2. The names and addresses of the last officers are as follows:

John C. Lym, President
P.O. Box 1056
Pocatello, Idaho 83204

Vicki K. Watson, Secretary
P.O. Box 1056
Pocatello, Idaho 83204

John C. Lym and Vicki K. Watson also constitute the Board of Directors.

Article 3. A notice of dissolution and liquidation has been sent to all creditors of Pebble Creek Land Company, pursuant to Section 30-1-87, Idaho Code.

Article 4. All debts, obligations, and liabilities of Pebble Creek Land Company have been assumed by Pebble Creek Ski Areas, Ltd., an Idaho Limited Partnership.

Article 5. Pebble Creek Ski Areas, Ltd., an Idaho Limited Partnership, is the sole Stockholder of Pebble Creek Land Company and has received all property and assets of Pebble Creek Land Company.

Article 6. There is no suits or contemplated suits against Pebble Creek Land Company.

DATED This 30th day of December, 1981.

John C. Lym, President

ATTEST:

Vicki K. Watson, Secretary

WE, the President and Secretary of Pebble Creek Land Company, an Idaho corporation, in accordance with the requirements of Section 30-1-92 of the Idaho Code hereby certify that the foregoing Articles of Dissolution have been approved by Resolution adopted by the Stockholders and Board of Directors at a Joint Meeting of Stockholders and Directors held November 30, 1981, and by the Stockholders' Consent to a Plan of Complete Liquidation signed by all Stockholders of the Corporation on November 30, 1981.

PEBBLE CREEK LAND COMPANY

By John C. Lym, President

ATTEST:

Vicki K. Watson, Secretary

STATE OF IDAHO)
 : ss
County of Bennecko)

I, the undersigned, a notary public for the State of Idaho, do hereby certify that on this 30th day of December, 1981, personally appeared before me John C. Lym and Vicki K. Watson, who, being by me first duly sworn, declared that they are the President and Secretary respectively of Pebble Creek Land Company, an Idaho corporation, that they signed the foregoing document as President and Secretary of the Corporation, and that the statements therein contained are true.

Mary Lou Lancaster
Notary Public for Idaho
Residing at: Pocatello, Idaho

PEBBLE CREEK LAND COMPANY

STOCKHOLDERS' CONSENT TO A PLAN OF COMPLETE LIQUIDATION

THE UNDERSIGNED, being all Stockholders of Pebble Creek Land Company, a corporation created and existing under and by virtue of the laws of the State of Idaho, deeming it advisable and most for the interests of said Corporation that the same should forthwith be dissolved, hereby unanimously consent to the dissolution of said corporation, as provided for by Section 30-1-83 of the Idaho Code and do sign this consent to the end that it may be filed in the office of the Secretary of State, of the State of Idaho, as provided by Law.

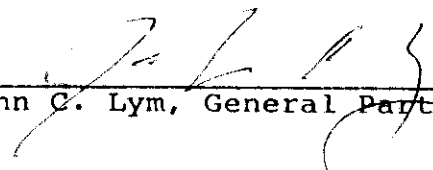
Stockholders

Number of Shares

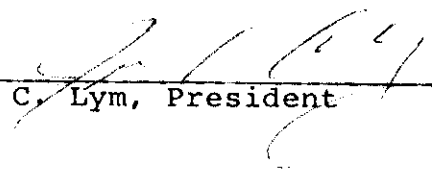
Pebble Creek Ski Areas, Ltd.
Tower Creek Land Company

100%
10%


PEBBLE CREEK SKI AREAS, LTD.

By 
John C. Lym, General Partner

TOWER CREEK LAND COMPANY


By 
John C. Lym, President

ATTEST:


Vicki R. Watson, Secretary

WE, the President and Secretary of Pebble Creek Land Company, an Idaho corporation, in accordance with the requirements of Section 30-1-83 of the Idaho Code hereby certify that the foregoing Stockholders' Consent to a Plan of Complete Liquidation has been signed by all Stockholders of the Corporation.

PEBBLE CREEK LAND COMPANY

By 
John C. Lym, President

ATTEST:


Vicki K. Watson, Secretary

STATE OF IDAHO)
:ss
County of Bannock

I, the undersigned, a notary public for the State of Idaho, do hereby certify that on this 30th day of November, 1981, personally appeared before me John C. Lym and Vicki K. Watson, who, being by me first duly sworn, declared that they are the President and Secretary respectively of Pebble Creek Land Company, an Idaho corporation, that they signed the foregoing document as President and Secretary of the Corporation, and that the statements therein contained are true.

Mary Lou Lancaster
Notary Public for Idaho
Residing at: Porcelllo, Idaho