



CERTIFICATE OF INCORPORATION
OF

COWBOY FRED'S ENTERPRISES, INC.

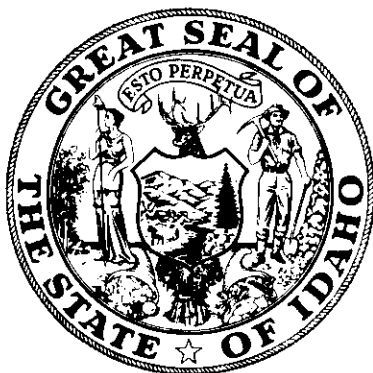
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

COWBOY FRED'S ENTERPRISES, INC.,

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 _____ March 10 _____, 19 30 _____.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

of

COWBOY FRED'S ENTERPRISES, INC.

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SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS:

The following Articles of Incorporation are hereby adopted pursuant to the Idaho Business Corporation Act:

1. Name.

The name of the corporation is:

COWBOY FRED'S ENTERPRISES, INC.

2. Duration.

The corporation shall have perpetual duration.

3. Purposes.

The corporation is formed for the purposes of acting as outfitters and guides, operating dude ranches, concessions, breeding, raising and dealing in horses and livestock of all kinds, and the stocks, supplies, equipment, accessories and appurtenances associated therewith; to engage in the general livestock ranching and farming business, to operate and maintain a dude ranch containing facilities for the entertainment, instruction, and social opportunities of its guests; to operate, maintain and conduct the business of letting horses and other animals for hire; to construct, maintain and operate

buildings, stables, garages, storage houses, living quarters, and all other appropriate facilities, for the keeping, caring for and hiring of horses, and for all purposes incident to the furnishing of all facilities and services for its guests; to charge for all of said services and do all things incident thereto and convenient for the operation of a resort and recreational center, and any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

4. Authorized Shares.

The corporation shall be authorized to issue 5,000 shares, all of one class, for a par value of \$1.00 per share.

5. Registered Agent and Office.

The name of the initial registered agent and the name of the initial registered office of the corporation are:

Fred Bowen
Box 154
Driggs, Idaho 83422

6. Directors.

The initial Board of Directors shall consist of two directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Fred Bowen	Box 154, Driggs, Idaho 83422
Nicholas J. Hetrick	12170 Chindon Boulevard Boise, Idaho 83704

7. Incorporators.

The name and address of the incorporators:

Fred Bowen

Box 154, Driggs, Idaho 83422

Nicholas J. Hetrick,

12170 Chindon Blvd

Boise, Idaho 83704

DATED: March 7, 1980

Fred Bowen

Nicholas J. Hetrick
Nicholas J. Hetrick

STATE OF IDAHO,)
County of Madison) ss.

On this 7th day of March, 1980, before me, the undersigned a notary Public in and for said State, personally appeared FRED BOWEN and NICHOLAS J. HETRICK, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

Thyllis Ann Edwards
Notary Public for Idaho
Residing at Rexburg, Idaho
My Commission Expires: Life