

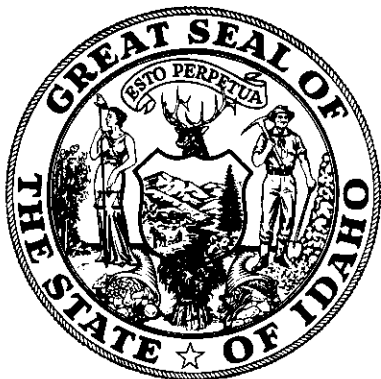
**CERTIFICATE OF INCORPORATION
OF**

INTERNATIONAL SPORTSMEN'S 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 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: **July 9, 1985**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
INTERNATIONAL SPORTSMEN'S CLUB, INC.

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KNOW ALL MEN BY THESE PRESENTS: That, we, the undersigned have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and pursuant thereto certify as follows:

ARTICLE I

The name of the corporation shall be INTERNATIONAL SPORTSMEN'S CLUB, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The principal office and place of business of this corporation is initially located at Suite 193, 1100 W. Finch, Nampa, ID 83651. Huā Martin is the designated registered agent for the corporation and resides at this address. The principal place of business of the corporation may be relocated, and other offices or office of the corporation may be established at other locations or location.

ARTICLE IV

This corporation is organized as a general business corporation under the laws of the State of Idaho for the purpose of operating a sportsmen's club related to hunting, fishing, photography, hiking, backpacking, rafting, boating, canoeing, horsebackriding and packing, aircraft operation, skiing, snowmobiling, trailbiking and skydiving; including but not limited to acquiring and operating lodges and hunting areas within or outside the State of Idaho, and to engage in the general business of outdoor and/or sporting activities, but the corporation shall have power and authority to conduct and operate any lawful business or enterprise within or without the State of Idaho or within or without the United States. It shall

have and may exercise the powers and authorities granted to such corporations under the constitution and the statutes of the State of Idaho now in effect and as they may be amended, supplemented or extended hereafter.

In addition to the foregoing powers this corporation shall have complete authority to do and perform any act or thing necessary to carry out its business purposes which may be calculated, directly or indirectly, to advance the business of the corporation or the enhancement of its properties, including the right to acquire and dispose of its own shares of stock or other securities.

ARTICLE V

The authorized capital stock shall consist of 500,000 voting shares and 500,000 non-voting shares, each with a par value of \$1.00 per share.

Each share of voting capital stock shall be entitled to one vote and both voting and non-voting shares will be able to participate in any dividends declared on common stock. The common capital stock shall be non-assessable but shall not have preemptive rights.

The capitilization of this corporation may be increased or decreased in the manner provided by law. If increased, the amendment or amendments therefore may provide for more classes of stock with such voting, dividend, preemptive rights or other privileges as may be provided therein.

ARTICLE VI

The board of directors of this corporation shall be composed of at lease three (3) members. It is not necessary that a director be a shareholder of this corporation. The incorporators shall be the Board of Directors until their successors are elected at the first meeting of shareholders following incorporation. At the first meeting of stockholders directors shall be elected to serve

until the following annual meeting of stockholders, or until successors are elected or appointed.

ARTICLE VII

The private property of stockholders of this corporation shall in no way be obligated to pay the debts or obligations of the corporation.

ARTICLE VIII

Articles of Incorporation for the corporation may be amended as hereinafter provided and as authorized and allowed under the statutes of the State of Idaho.

ARTICLE IX

By-laws shall be adopted by the Board of Directors. Such by-laws may provide that the Board of Directors of the corporation, whenever a quorum is in attendance, by two-thirds (2/3rds) vote of directors voting may:

- (a) remove at any time any officer of the corporation elected or appointed;
- (b) repeal or amend by-laws of the corporation or adopt new by-laws which do not affect the term of office of a director.

Whenever a quorum is in attendance the Board of Directors, by majority vote of the directors voting, may exercise the powers of such board of directors including:

- (a) the determination, amount, and date of payment of dividends to be paid upon the issued stock of the corporation;
- (b) authorize mortgages, liens, or transfers of real and personal property of the corporation;
- (c) when authorized by majority vote of the issued and outstanding stock of the corporation, or if subsequently ratified by affirmative vote of majority of the issued and outstanding stock of the corporation, the Board of Directors may sell, lease, or exchange all or any part

of the assets of the corporation, including its franchise as a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of another corporation, as the Board of Directors may deem prudent and in the best interests of the corporation.

ARTICLE X

The names of the incorporators and the amount of capital voting stock subscribed by each are as follows:

<u>Name</u>	<u>No. of Shares</u>
Hudson Martin	1,000
R. R. Grant	1,000

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 9th day of July, 1985.

