

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF MOUNTAIN BAY RESORT, INC.**

**07 SEP -4 PM 2:38**

**SECRETARY OF STATE  
STATE OF IDAHO**

**THE UNDERSIGNED**, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**FIRST**

The name of the corporation is Mountain Bay Resort, Inc..

**SECOND**

The period of its duration is perpetual.

**THIRD**

The purpose for which the corporation is organized is for the transaction of any or all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

**FOURTH**

The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 with no par value.

**FIFTH**

The location of the initial registered office of the corporation is 10280 W. Ustick Rd., Boise, ID 83704 and the name of its initial registered agent at such address is Raymond D. Schild.

**SIXTH**

The number of directors constituting the initial Board of Directors is three, and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Kevin Blackwell	9024 E. Bahia Dr. Scottsdale, AZ 85260
A. Wade Massey	10280 W. Ustick Rd., Boise, ID 83704
Jack Hawkins	10274 W. Ustick Rd., Boise, ID 83704

IDAHO SECRETARY OF STATE  
09/04/2007 05:00  
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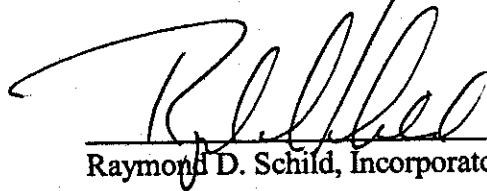
**SEVENTH**

The name and address of the incorporator is as follows: Raymond D. Schild, 10280 W. Ustick Rd., Boise, ID 83704

**EIGHTH**

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by a majority vote of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4<sup>th</sup> day of September, 2007.

A handwritten signature in dark ink, appearing to read 'R. Schild', is written over a horizontal line.

Raymond D. Schild, Incorporator