



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

INTERMOUNTAIN DIVERS, INC.

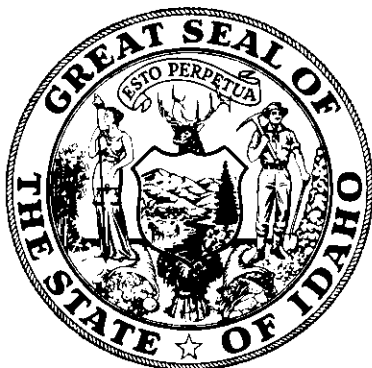
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

INTERMOUNTAIN DIVERS, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 22, 19 82.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
FOR A NON-PROFIT CORPORATION

We, the undersigned residents of the State of Idaho, being 21 years or more of age do hereby associate ourselves together for the purpose of forming a non-profit corporation under the statutes of the State of Idaho.

ARTICLE I

NAME AND LOCATION

The name of the corporation shall be Intermountain Divers, Inc. and its location shall be 559 Main Avenue West, City of Twin Falls, County of Twin Falls, State of Idaho. The registered agent shall be Lee Heider and his address is 559 Main Avenue West, Twin Falls, Idaho.

ARTICLE II

DURATION

The period of duration of this non-profit corporation shall be perpetual.

ARTICLE III

PURPOSE CLAUSE

The business and purpose of this corporation shall be to promote scuba-diving, underwater rescue and to associate members together to participate in scuba-diving, underwater rescue, underwater salvage and all other activities connected with the sport of scuba-diving, including scientific and social activities.

ARTICLE IV

NON-STOCK CORPORATION

The corporation shall be non-stock and no dividends or pocuniary profits shall be declared or paid to the members thereof.

ARTICLE V

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as initial directors are as follows:

Lee Heider, 559 Main Avenue West, Twin Falls, Idaho

Ellis Robertson, Vicky Lane, Twin Falls, Idaho

Jay Sudweeks, 889 Madrona St. N. Twin Falls, Idaho

ARTICLE VI

ELECTION OF DIRECTORS

The manner in which the directors are to be elected by the members is as follows:

Each member of the corporation shall have one vote. At the annual meeting to be held on the 1st Tuesday on August of each year a board of directors consisting of five directors shall be elected.

ARTICLE VII

CORPORATE OFFICERS AND THEIR FUNCTION

The general officers of the corporation shall be president, vice-president, secretary and treasurer.

The principal duties of the president shall be to preside at all meetings of the members and the board of directors and to have general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or disability, for any cause whatsoever, of the president.

The principal duties of the secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books, papers, records and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep an account of all monies, credits and property of any

and every nature of the corporation which shall come into his hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the board of directors.

The board of directors may provide for the appointment of such additional officers as they may deem for the best interest of the corporation.

Whenever the board of directors may so order, any two offices, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the board of directors, or as may be prescribed from time to time by the bylaws.

ARTICLE VIII

ELECTION OF OFFICERS

The officers shall be elected by the directors, who shall first be elected by the members of the corporation.

ARTICLE IX

MEMBERSHIP REQUIREMENTS

Any person interested in scuba-diving or the promotion of scuba-diving who pays a fee for membership to be set by the board of directors, is entitled to a membership.

ARTICLE X

AMENDMENTS

These articles may be amended in the manner provided by statute at the time of amendment.

ARTICLE XI

INCORPORATORS

The names and residences of the persons forming this corporation are as follows:

Lee Heider, 559 Main Avenue West, Twin Falls, Idaho

Jay Sudweeks, 889 Madrona St. N., Twin Falls, Idaho

Ellis Robertson, Vicky Lane, Twin Falls, Idaho

IN WITNESS WHEREOF, We have hereunto set our hands and seals this _____ day of December, 1982.



LEE HEIDER

JAY SUDWEEKS

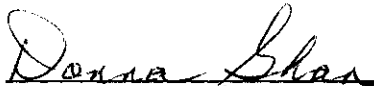


ELLIS ROBERTSON

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 15 day of December, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared LEE HEIDER, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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.




Notary Public for State of Idaho
Residing at Twin Falls, therein.

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 21 day of December, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared JAY SUDWEEKS, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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.




Notary Public for State of Idaho
Residing at Twin Falls, therein.

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 20 day of December, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared ELLIS ROBERTSON, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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.



Notary Public for State of Idaho
Residing at Twin Falls, therein.