

State of Idaho

Department of State

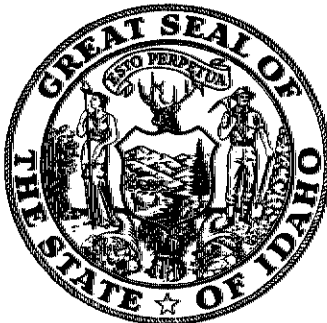
CERTIFICATE OF INCORPORATION OF

THREE RIVERS RESORT, INC.
File number C 114285

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: March 25, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seidel*

ARTICLES OF INCORPORATION
OF
THREE RIVERS RESORT, INC.

MAR 25 10:42 AM '96
SECRETARY OF STATE
IDAHO

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, GEORGE MICHAEL SMITH and MARIE M. SMITH, being two natural persons of full age who are citizens of the United States, have this day voluntarily associated themselves for purposes of forming a private, domestic corporation under the laws of the State of Idaho, and to that end do hereby adopt Articles of Incorporation as follows:

FIRST: Corporate Name: The name of this corporation shall be THREE RIVERS RESORT, INC.

SECOND: Corporate Existence: The period of existence and duration of the life of this corporation is perpetual.

THIRD: Registered Office and Registered Agent: The location of the registered office shall be Three Rivers Resort, U.S. Highway 12, out of Lowell, at the Confluence of the Selway River, in Idaho County, Idaho. The mailing address is HC75 Box 61, Kooskia, Idaho 83539. The registered agent to accept service of process at the foregoing street address will be George Michael Smith, whose street address and mailing address shall be the same as set forth in this paragraph.

FOURTH: Corporate Purposes: The nature of the business and objects and purposes of the business to be transacted, promoted and carried on are the doing of any or all of the following things herein mentioned as full and to the same extent as natural persons might or could do in any part of the world:

1. To engage in the business of operating a Resort, with services to the public, in all particulars, including lodging, restaurant services, bar services, and recreational entertainment services, of every kind and description. The corporation shall have the ability to be licensed for outfitting, purposes, guiding purposes, both on and off the National Forest, and State Lands of

ARTICLES OF INCORPORATION

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the State of Idaho and elsewhere. The corporation shall have the ability to provide hotel and motel services of every kind and description, recreational vehicle services, campground services and any thing incidental to any of those particular services. The corporation shall be permitted to do anything which enhances and carries out the theme of restaurant and resort operation of any kind and character, in any fashion, including all recreational services available to member of the touring and recreational population.

2. To do the things necessary and incidental to the purpose and things set forth in the preceding paragraph which may be deemed necessary and reasonable by the Board of Directors.

3. The corporation shall have the specific ability to deal and market its services and sales, in the State of Idaho and all other places where the Board of Directors deems appropriate for the continued good will and business purposes of the corporation.

4. In addition, the corporation through its Board of Directors shall have the right to do anything necessary to carry out the purposes of this corporation which shall be deemed beneficial to the corporation by the Board of Directors.

5. To have and exercise all of the powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized, and to do any and all of the acts mandatory thereof and supplemental thereto.

6. To invest the assets of the corporation in property of every kind and character, whether real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, choses in action, security, stocks, bonds, warrants, mortgages, notes, and other obligations and evidences or interest indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof. That, the corporation shall have the power to deal in real estate of all forms regardless of whether it be leasing, owning outright, investing in, or the sale or development of any real property, wherever situated, including the operation and management of those

apartments, motels, condominiums of every kind and character or description whatsoever, including the development of currently undeveloped property into subdivision, industrial developments or improved real estate of all kinds.

7. As part of the investment in real estate, the corporation shall have the ability to build speculative houses for investment purposes, to invest in rental real estate of any kind, or to do general house building as a contractor if it deems that to be appropriate.

8. To hire and employ service agents, employees and to enter into agreements of employment and collective bargaining, and to act as agent, contractor, trustee, factor or otherwise, either alone or in any company with others.

9. To let concessions to others, and to do any of the things that this corporation is empowered to do, and to do, make, perform, and carry out contracts and arrangements of every kind and character of any person, firm, association or corporation, or any government or authority or subdivision thereof.

10. To lease equipment from any other corporation to carry out the purposes of this corporation and to pay rents for such leased equipment to the owner thereof under any circumstances deemed reasonable by the Board of Directors.

Nothing in these paragraphs and this section shall be construed as giving this corporation the rights, powers or privileges not permitted to it by law, but the occurrence in any of the foregoing clauses of this article of any purpose, power or object not prohibited by the laws of the State of Idaho of the United States of America, or any other state, or district in which this corporation may carry on business shall not invalidate any other purpose, power, or object not otherwise prohibited by reason of contiguity or apparent association therewith.

11. To acquire and to make payment therefor in cash for the stocks or bonds of the corporation, or by undertaking or assuming any obligations and liabilities of the transferor, or in any manner dispose of the whole or any part of the property so purchased; to

conduct in a lawful manner the whole or any part of the property so purchased; to conduct in a lawful manner the whole or any part of the business so acquired, and to exercise all of the powers necessary or convenient for the conduct and management hereof.

FIFTH: Directors Powers: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. To make and alter bylaws of this corporation; to fix the amount to be reserved as working capital over and above its capital stock paid in; and to authorize and cause to be executed, mortgages and liens upon the real property and personal property of this corporation.

2. Pursuant to the affirmative vote of 75% of the issued and outstanding stock having voting power, or when authority by the written consent of at least 100% of the holders of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its goodwill and corporate franchise, upon such terms and conditions as its Board of Directors deems expedient and for the best interest of the corporation.

SIXTH: Corporate Stock: The capital stock of this corporation shall be \$250,000.00 and shall be divided into 2,500 shares of stock at the par value of \$100 per share. No distinction shall exist between the shares of this corporation, and all such shares shall have the same right in the corporation.

SEVENTH: Capitalization: All or any portion for the capital stock may be issued for cash or payment for real or personal property, services, or any other right, or thing of value, for the uses of the corporation, and when so issued, shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, thing or right acquired in exchange for the capital stock.

EIGHTH: Increased Capitalization: From time to time the capital stock may be increased according to law, and may be issued

in such amounts and proportion as shall be determined by the Board of Directors and may be permitted by law.

NINTH: Incorporators: The name and address of each of the incorporators and a statement of the total number of shares subscribed for by each is as follows:

GEORGE MICHAEL SMITH	500 shares \$50,000.00
HC75 Box 61	
Kooskia, ID 83539	

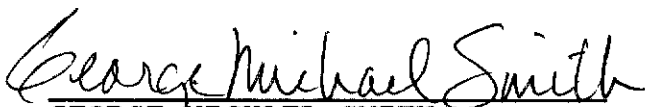
MARIE M. SMITH	500 shares \$50,000.00
HC75 Box 1	
Kooskia, ID 83539	

TENTH: Initial Board of Directors: The names and addresses of the initial Board of Directors shall be George Michael Smith of HC75, Box 61, Kooskia, Idaho, 83539, and Marie M. Smith of HC75, Box 61, Kooskia, ID 83539.

ELEVENTH: Amendment of Articles: This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the statute, and all the rights conferred upon the stockholders herein are granted, subject to this resolution.

TWELFTH: Limitation of Liability: The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

We, the undersigned, being each one of the original subscribers to the capital stock hereinafter named for the purpose of forming a corporation to do business both within and without the State of Idaho, in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying the facts stated are true, and we respectfully agree to take the number of shares hereinabove set opposite our names and accordingly have hereunto set our hands and seals this 24 day of March, 1996.


GEORGE MICHAEL SMITH



MARIE M. SMITH

STATE OF IDAHO)
 ss
County of Idaho)

On this 22 day of March, 1996, before me, a Notary Public, in and for said County and State, personally appeared GEORGE MICHAEL SMITH and MARIE M. SMITH, husband and wife, known to me to be the persons whose names are subscribed to the within instrument, and they acknowledged to me that they freely executed the same.

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

(NOTARY SEAL)



Notary Public for the State of Idaho,
Residing at KAMIAH, therein.
My Commission expires 9-13-97.