

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

RAINBOW RIDERS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **RAINBOW RIDERS, INC.**

_____ for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **RAINBOW RIDERS, INC.**

to transact business in this State under the name **RAINBOW RIDERS, INC.**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **October 20, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

R. H. Hansen

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Rainbow Riders, Inc.
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2. *The name which it shall use in Idaho is _____

3. It is incorporated under the laws of State of Colorado

4. The date of its incorporation is April 30, 1986 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 133 South 3rd #6, Aspen, Colorado 81611

6. The address of its proposed registered office in Idaho is 125921 Highway 75, P.O. Box 2281, Ketchum, Idaho 83340, and the name of its proposed

registered agent in Idaho at that address is Richard Hawthorne

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Air Balloon Adventures
All Legal Purposes

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Richard Hawthorne</u>	<u>President/Secretary</u> <u>125921 Highway 75</u>	<u>P.O. Box 2281, Ketchum, ID 83340</u>
<u>Brad Fite</u>	<u>Vice-President</u> <u>125921 Highway 75</u>	<u>P.O. Box 2281, Ketchum, ID 83340</u>
_____	_____	_____

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000,000</u>	<u>(1) common</u>	<u>\$0.01</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100,000</u>	<u>(1) common</u>	<u>\$0.01</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated Oct 19th, 19 88.

Richard Hawthorne

By Richard Hawthorne

Its _____ President

and Richard Hawthorne

Its Richard Hawthorne Secretary

STATE OF IDAHO)

COUNTY OF BLAINE)
)ss:

I, Barbara Friend, a notary public, do hereby certify that on this 19th day of October, 19 88, personally appeared before me Richard Hawthorne, who being by me first duly sworn, declared that he is the President of Rainbow Riders, Inc.

that he signed the foregoing document as President/Secretary of the corporation and that the statements therein contained are true.

Barbara Friend
commission expires: 2/23/93 Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



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STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, *NATALIE MEYER*, Secretary of State of the State of
Colorado hereby certify that

According to the records of this office

RAINBOW RIDERS, INC.
(COLORADO CORPORATION)

has complied with the applicable provisions of the laws of
the State of Colorado and on this date is in good standing
and authorized and competent to transact business or to
conduct its affairs within this state.

Dated: SEPTEMBER 30, 1988

Natalie Meyer

SECRETARY OF STATE

CERTIFICATE AS TO ADOPTION OF
CORPORATE RESOLUTION BY BOARD OF DIRECTORS
RAINBOW RIDERS, INC.

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I, RICHARD HAWTHORNE, Secretary of RAINBOW RIDERS, INC. (the "Company"), hereby certify that the following is a correct copy of a resolution unanimously adopted at a special meeting of the Board of Directors of the Company held at its offices on the 14th day of October, 1988, and that said resolution is in full force and effect and has not been revoked:

BE IT RESOLVED by the Board of Directors of the Company that RAINBOW RIDERS, INC., is authorized and directed to do business in the State of Idaho under the name Sun Valley Balloon Adventures.

IN WITNESS WHEREOF, I have hereto affixed my signature and attached the seal of said Company this 14th day of Oct, 1988.


Richard Hawthorne

jle\ls\hawthorne.cer