

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

NORTHWEST VENTURES, INC.

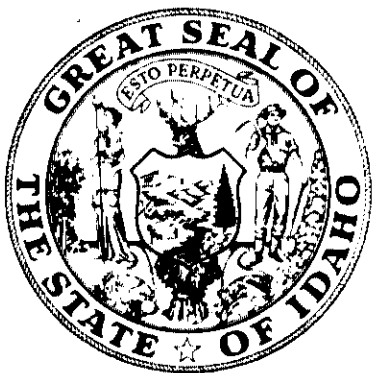
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of

NORTHWEST ADVENTURES HUNT CLUB, INC.

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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated June 1, 19 90



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]

Corporation Clerk

DUPLICATE

MAY 31 2 58 PM '90
SECRETARY OF STATE

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
NORTHWEST VENTURES, INC.**

ORIGINAL

Pursuant to the provisions of Sections 30-1-59 and 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, as previously amended.

FIRST: The name of the corporation is **NORTHWEST VENTURES, INC..**

SECOND: Effective on May 24, 1990, the shareholders of the corporation unanimously adopted and approved the amendment in their entirety of the Articles of Incorporation of Northwest Ventures, Inc. as originally filed on August 13, 1987 and as thereafter amended on December 7, 1987. As permitted by Idaho Code § 30-1-59(a) the amendment, which changes the name of the corporation, converts it from a profit corporation to a nonprofit corporation, provides for members rather than shareholders and contains other provisions relating to the purposes and conduct of the affairs of the nonprofit corporation, is incorporated in Amended and Restated Articles of Incorporation of Northwest Adventures Hunt Club, Inc. attached hereto as **Exhibit "A"** and incorporated by reference herein.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 9; and the number of shares entitled to vote thereon was 9.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class:</u>	<u>Number of Shares:</u>
Common	9

FIFTH: The number of shares voted for such amendment was 9; and the number of shares voted against such amendment was 0.

SIXTH: Upon filing these Articles of Amendment with the Idaho Secretary of State, (i) all outstanding shares of common stock of Northwest Ventures, Inc. shall thereupon be automatically cancelled without further action by the corporation or its former shareholders; and (iii) the corporation's stated capital will be eliminated and reallocated in accordance with generally accepted accounting principles applicable to nonprofit corporations.

DATED this 24th day of May, 1990.

NORTHWEST VENTURES, INC.

By Edward Robert Dewey
Edward Robert Dewey, President

ATTEST:

By Gary E. Brown
Gary E. Brown, Secretary

VERIFICATION

STATE OF IDAHO)
County of Bannock) ss.

24 I, Thomas J. Suppent, a Notary Public, do hereby certify that on this day of May, 1990, personally appeared before me EDWARD ROBERT DEWEY, who, being by me first duly sworn, declared that he is the President of NORTHWEST VENTURES, INC., that he signed the foregoing document as President of the corporation, and that the statements contained therein are true.

Thomas C. Lunsford
Notary Public for Idaho
Residing at: Docstello
My Commission Expires: 5-13-92

DUPLICATE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NORTHWEST ADVENTURES HUNT CLUB, INC.
(an Idaho nonprofit corporation)

ORIGINAL

The original Articles of Incorporation of NORTHWEST VENTURES, INC. as filed on August 13, 1987 and as amended on December 7, 1987 are hereby further amended in their entirety (except as to perpetual duration) pursuant to the Articles of Amendment to the Articles of Incorporation of Northwest Ventures, Inc. ("Articles of Amendment") filed simultaneously herewith; and these Amended and Restated Articles of Incorporation of Northwest Adventures Hunt Club, Inc. correctly set forth the provisions of the Articles of Incorporation as previously amended and as further amended pursuant to the Articles of Amendment, and supersede the original Articles of Incorporation and all previous amendments thereto. These Amended and Restated Articles of Incorporation of Northwest Adventures Hunt Club, Inc. therefore amend and restate in their entirety the Articles of Incorporation of Northwest Ventures, Inc.

ARTICLE I

NAME

The name of this corporation is **NORTHWEST ADVENTURES HUNT CLUB, INC.**

ARTICLE II

NONPROFIT CORPORATION

This corporation is a nonprofit corporation formed under the provisions of the Idaho Nonprofit Corporation Act, Chapter 3 of Title 30 of the Idaho Code (the "Act"). No dividend shall be paid and no part of the income of the corporation shall be distributable to its members, directors, or officers (provided, however, that this provision shall not be construed to prohibit the payment of reasonable compensation for services actually rendered for the benefit of the corporation, or to prohibit the conferring of benefits upon the corporation's Members in conformity with its purposes, or to prohibit distribution to Members upon dissolution or final liquidation pursuant to the Act).

ARTICLE III

DURATION

The period of this corporation's duration is perpetual.

ARTICLE IV

PURPOSES

The corporation is organized and shall be operated exclusively for pleasure, recreation and other nonprofitable purposes within the meaning of Section 503(c)(7) of the Internal Revenue Code of 1986 and, in particular:

4.1 To acquire domestic and foreign guiding outfits, hunting rights, guiding certificates, and real and personal property suitable for social, recreational, fishing, and game hunting purposes, to improve such properties and to conduct guiding and hunting expeditions for the benefit of Members and, to the extent required by applicable laws and regulations and the guiding licenses used by the corporation, the general public.

4.2 To engage in wild game husbandry and game habitat management on such real properties for the purpose of preserving the Members' ability to hunt the various game animal species in perpetuity.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of its initial registered agent at such address are as follows:

One Lewis Clark Plaza
Lewiston ID 83501

Registered Agent: Reed J. Taylor

ARTICLE VI

MEMBERS AND MEMBERSHIP

6.1 This corporation shall have Members, whose authorized number, qualifications, manner of election to membership, rights, privileges, and voting rights shall be as provided by the Bylaws so long as not inconsistent with the following provisions:

a. There shall be no discrimination against any applicant for membership by reason of such applicant's sex, race, color or religion.

b. A Member may be an individual or a corporation, partnership, or other business entity.

c. The number of memberships in the corporation shall not exceed fifty-four (54).

d. More than one membership may be held by one Member; and each such additional membership shall be entitled to all of the rights and privileges appurtenant to membership including voting rights. At any membership meeting,

a Member may cast one vote on each matter submitted to a vote (including the election of Directors) for each membership owned by such Member.

6.2 Each Member shall be entitled to receive a Certificate of Membership evidencing each membership owned by such Member.

6.3 The transfer of memberships is restricted. A Certificate of Membership may not be assigned or transferred except pursuant to such rules, regulations, and procedures as shall be provided in the Bylaws. Each Certificate of Membership shall contain the following notice of such transfer restrictions:

ASSIGNMENT OF TRANSFER OF THE MEMBERSHIP
REPRESENTED BY THIS CERTIFICATE, OR ANY
INTEREST THEREIN, IS PROHIBITED EXCEPT IN
ACCORDANCE WITH RESTRICTIONS AND PROCEDURES
SET FORTH IN THE CLUB'S BYLAWS.

6.4 Meetings of the Members shall be held at such places and times as may be provided in the Bylaws, and may also be held in any manner prescribed or permitted by § 30-310, Idaho Code. The Members actually present at any duly called and noticed membership meeting shall constitute a quorum, regardless of their number, and may transact any matter of business lawfully permitted to be transacted at a membership meeting of a nonprofit corporation.

6.5 Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE VII

DIRECTORS

7.1 The affairs of this corporation shall be managed by a Board of Directors, who need not be residents of the State of Idaho but must be Members. The Bylaws may require additional qualifications for Directors.

7.2 Directors shall be elected at each regular annual membership meeting.

7.3 The number of Directors shall be at least three (3), but the Bylaws may fix a greater number.

7.4 The initial Board of Directors of the corporation shall consist of five (5) Directors. The names and addresses of the persons who shall serve as Directors until their successors are duly elected and qualified are as follows:

Gary E. Brown

Edward Robert Dewey

Marvin D. Hairston

Mike T. McCain

P.O. Box 1561
Pocatello ID 83204
P.O. Box 4639
Pocatello ID 83204
2170 Little Canyon Road
Peck ID 83545
226 Smith Road
Cleveland, MI 38732

Reed J. Taylor

P.O. Box 538
Lewiston ID 83501

ARTICLE VIII

DUES AND ASSESSMENTS

Dues and Assessments may be levied upon Members for the purposes specified in the Bylaws, and shall be allocated among the Members pro-rata in proportion to the number of memberships owned by each Member. The amount of such dues and assessments, and the time of payment and manner of collection thereof, shall be fixed by the Board of Directors from time to time in conformity with the provisions set forth in the Bylaws. If the Bylaws so provide, unpaid dues or assessments may be enforced by forfeiture of membership.

ARTICLE IX

OFFICERS

The officers of this corporation shall be elected by the Board of Directors and shall serve for such terms of office as may be designated by the Board of Directors. The officers of this corporation shall be a president, one or more vice presidents as provided by the Bylaws, a secretary, a treasurer, and any other officers or assistant officers as may be elected or appointed by the Board of Directors. Except for the offices of president and secretary, more than one office may be held by one person. The time and manner of election of officers, and their respective qualifications, authority and duties, shall be as set forth in the Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with the Bylaws.

ARTICLE X

AMENDMENT

10.1 These Articles of Incorporation may be amended by vote of Members holding two-thirds (2/3) of the memberships represented (either in person or by proxy) and voting at any annual membership meeting or any special membership meeting called for such purpose.

10.2 The Board of Directors is authorized to adopt the initial Bylaws of this nonprofit corporation. The power to alter, amend, and repeal Bylaws of the corporation shall be vested in the Members. The Bylaws may contain provisions, not inconsistent with law or these Amended and Restated Articles of Incorporation, for the regulation and management of the affairs of the corporation, for fees for admission, and for dues and assessments to carry on the business of the corporation.

ARTICLE XI

DISSOLUTION

11.1 This corporation shall be dissolved upon the affirmative vote of Members holding two-thirds (2/3) of the memberships represented (either in person or by proxy) and voting at any membership meeting, provided written notice is given to each Member, at such Member's most recent address as shown on the books and records of the corporation, not less than ten (10) nor more than fifty (50) days before the date of the meeting, stating that the question of dissolution of the corporation is proposed to be voted upon at such meeting.

11.2 In event of dissolution of the corporation, all of its property and assets, after payment of all debts and liabilities, shall be distributed to the Members as of the date of dissolution, pro-rata in proportion to the number of memberships owned by each such Member.

DATED this 24th day of May, 1990.

Edward Robert Dewey
Edward Robert Dewey, President

Gary E. Brown
Gary E. Brown, Secretary

STATE OF IDAHO)

:ss.

County of Bannock)

I, Thomas C. Dumas, a Notary Public, do hereby certify that on this 24 day of May, 1990, personally appeared before me Edward Robert Dewey who, being by me first duly sworn, declared that he is the President of Northwest Adventures Hunt Club, Inc., an Idaho nonprofit corporation, and that he signed the foregoing document as President of the nonprofit corporation, and that the statements contained therein are true.

Thomas C. Dumas
Notary Public for Idaho
Residing at Pocatello
My Commission Expires: 5-13-92