

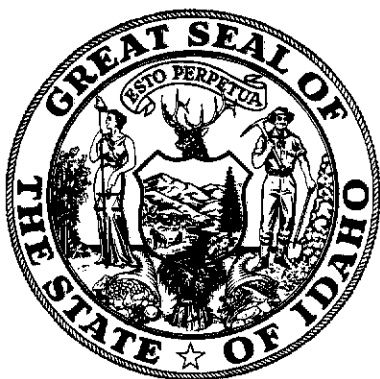
**CERTIFICATE OF INCORPORATION  
OF**

**THE WINN MANAGEMENT CORPORATION**

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: **May 15, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

\_\_\_\_\_  
SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
THE WINN MANAGEMENT CORPORATION

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SEC STATE OF

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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 THE WINN MANAGEMENT CORPORATION.

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is 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 100,000, with a par value of \$1.00 per share.

FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible unto such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

SIXTH

Additional provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH

The location of the initial registered office of the corporation is 200 N. Leadville, Ketchum, ID 83340, and the name of its initial registered agent is Jeffrey Nee.

### EIGHTH

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:

Name:

Address:

Raymond Whalen

P.O. Box 420  
Ketchum, ID 83340

David Nixon

P.O. Box 420  
Ketchum, ID 83340

Jeffrey Nee

P.O. Box 420  
Ketchum, ID 83340

### NINTH

The name and address of the incorporator are as follows:

Kathleen Rockne  
Post Office Box 1368  
Boise, Idaho 83701

### TENTH

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, the undersigned incorporator hereunto sets her hand and seal this 15th day of May, 1985.

  
KATHLEEN ROCKNE