

State of Idaho

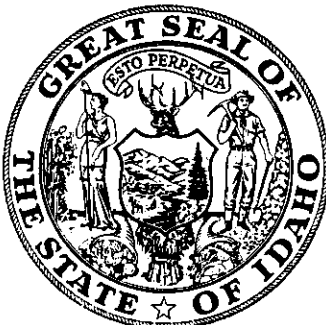
Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of LIFT OPERATIONS AND MAINTENANCE INCORPORATED, an Idaho corporation, and LIFT TECH, INC., an Idaho corporation, into KELLEY CANYON SKI HILL, INC., an Idaho corporation, changing the survivor's name to KELLY CANYON SKI HILL, INC., duly executed 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 merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: July 14, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shirley I. Clark

JUN 29 9 45 AM '95

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF MERGER
(INCLUDING CHANGE OF NAME)**

JUL 14 1 02 PM '95
SECRETARY OF STATE
STATE OF IDAHO

THE UNDERSIGNED, hereby execute these Articles of Merger, pursuant to Idaho Code Section 30-1-74 and state as follows:

1. These articles are executed in duplicate by each corporation through its president and secretary identified below.

2. The corporations which are a part of these Articles of Merger and plan of merger are Lift Operations and Maintenance Incorporated, Lift Tech, Inc., and Kelley Canyon Ski Hill, Inc.

3. The plan of merger, consolidation, or exchange between the corporations shall be that as set forth in the plan attached hereto as Exhibit "A" and incorporated by reference.

4. The number of shares outstanding with respect to each corporation are as identified in said plan of merger. Said shares constitute all issued and outstanding shares of common stock of each corporation, there being no other class or designation of stock authorized by any corporation.

5. The approval of the plan, in the form attached, received the unanimous written consent of all directors of each corporation and consent of all stockholders of each corporation, all shares voting for such plan.

6. The surviving corporation shall be known as Kelley Canyon Ski Hill, Inc., whose name shall hereafter be known and spelled as Kelly Canyon Ski Hill, Inc.

7. No classification or change was made in the authorized capital of Kelly Canyon Ski Hill, Inc., as the surviving corporation.

DATED: June 22, 1995

KELLEY CANYON SKI HILL, INC. (now KEL-
LY CANYON SKI HILL, INC.)

Robert Meikle
By: Robert Meikle, President

ATTEST:

[Signature]
Secretary

IDAHO SECRETARY OF STATE
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SIGNATURES CONTINUED FROM PRECEDING PAGE

LIFT TECH, INC.

BY: Robert Meikle
Robert Meikle, President

ATTEST:

Michelle
Secretary

LIFT OPERATIONS AND MAINTENANCE
INCORPORATED

BY: Robert Meikle
Robert Meikle, President

ATTEST:

Michelle
Secretary

VERIFICATION

STATE OF Idaho)
County of Bonneville)ss.

THE UNDERSIGNED officer of the corporations executing the foregoing Articles of Merger does hereby, pursuant to Idaho Code Section 30-1-74, state as follows:

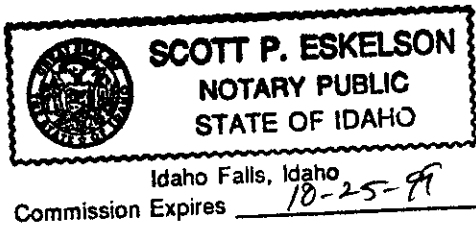
1. That he holds the undersigned capacity as an officer of each corporation.
2. That he has read the foregoing Articles of Merger and does hereby verify that the statements contained therein are true, correct, and complete to the best of his knowledge.

DATE: June 22, 1995

Robert Meikle
Robert J. Meikle, President

SUBSCRIBED AND SWORN to before me this 22 day of June, 1995.

(SEAL)



Notary Public for State of Idaho

Residing at: Idaho Falls

My Commission Expires: 10-25-99

VERIFICATION

STATE OF Idaho)
County of Bonneville) ss.

THE UNDERSIGNED officer of the corporations executing the foregoing Articles of Merger does hereby, pursuant to Idaho Code Section 30-1-74, state as follows:

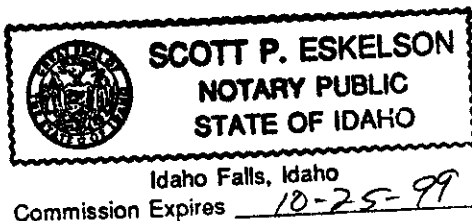
1. That he holds the undersigned capacity as an officer of each corporation.
2. That he has read the foregoing Articles of Merger and does hereby verify that the statements contained therein are true, correct, and complete to the best of his knowledge.

DATE: June 22, 1995

Dietmar Kluth
Dietmar Kluth, Secretary

SUBSCRIBED AND SWORN to before me this 22 day of June, 1995.

(SEAL)



Notary Public for State of Idaho

Residing at: Idaho Falls

My Commission Expires: 10-25-99

AGREEMENT AND PLAN OF MERGER
(With Name Change)

THIS AGREEMENT is made the 22 day of June, 1995, between the following corporations:

1. Lift Operations and Maintenance Incorporated, an Idaho corporation.
2. Lift Tech, Inc., an Idaho corporation.
3. Kelley Canyon Ski Hill, Inc., an Idaho corporation.

RECITALS:

A. The issued and outstanding shares of common stock, and ownership thereof, in Kelley Canyon Ski Hill, Inc., are as follows:

Rex Meikle — 177 shares
Dietmar Kluth — 177 shares
Robert Meikle — 177 shares

B. The issued and outstanding shares of common stock of Lift Operations and Maintenance Incorporated, and the ownership thereof are as follows:

Rex Meikle and Vernita Meikle — 100 shares
Robert Meikle — 100 shares
Dietmar Kluth and Pauline Kluth — 100 shares

C. The issued and outstanding shares of common stock of Lift Tech, Inc., and the ownership thereof are as follows:

Robert Meikle — 100 shares
Rex and Vernita Meikle — 100 shares
Dietmar and Pauline Kluth — 100 shares

D. The shares identified above with respect to all three corporations constitute all of the issued and outstanding shares of each corporation.

E. The owners of said corporations now desire that Lift Tech, Inc., and Lift Operations and Maintenance Incorporated shall be merged into Kelley Canyon Ski Hill, Inc., which shall thereafter be the surviving corporation.

NOW, THEREFORE, it is mutually covenanted and agreed as follows:

1. It is hereby agreed that pursuant to Idaho Code Section 30-1-71, and pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of the United States and related statutes of the State of Idaho, that Lift Tech, Inc., and Lift Operations and Maintenance Incorporated, shall be merged into and become a part of Kelley Canyon Ski Hill, Inc.

2. The name of the surviving corporation shall be Kelley Canyon Ski Hill, Inc. Said surviving corporation shall remain unchanged, EXCEPT that the name thereof shall hereafter be spelled and known as Kelly Canyon Ski Hill, Inc., rather than Kelley Canyon Ski Hill, Inc.

3. The effective date of the merger shall be June 30, 1995.

4. On the effective date of the merger the by-laws of Kelly Canyon Ski Hill, Inc., as previously amended, if any, shall become the by-laws of the surviving corporation until the same shall be altered, amended, or repealed.

5. The board of directors and officers of Kelly Canyon Ski Hill, Inc., shall continue unchanged, in full force and effect, until they are otherwise changed as provided in the articles, or by-laws of said corporation, or by law. Said directors shall be:

Rex Meikle
Dietmar Kluth
Robert Meikle

Said officers shall be:

President — Robert Meikle
Secretary/Treasurer — Dietmar Kluth

The registered agent of Kelly Canyon Ski Hill, Inc., shall be Scott P. Eskelson, 485 "E" Street, Idaho Falls, ID 83401.

6. On the effective date of the merger, the shareholders of Lift Operations and Maintenance Incorporated and Lift Tech, Inc., shall surrender all shares of stock held by them in either of said corporations which shall thereafter be marked cancelled. Following the effective date of the merger, the issued and outstanding shares of stock of Kelly Canyon Ski Hill, Inc., and the ownership thereof shall be as follows:

Rex and Vernita Meikle 177 shares
Dietmar and Pauline Kluth 177 shares
Robert Meikle 177 shares

7. There shall be no change made in the number of authorized shares which Kelly Canyon Ski Hill, Inc. shall be authorized to issue nor any other change in the capitalization of said corporation.

8. There shall be no changes made to the Articles of Incorporation of Kelly Canyon Ski Hill, Inc., except for the change in the spelling of the corporate name as identified above.

SIGNATURES CONTINUED FROM PRECEDING PAGE

LIFT TECH, INC.

BY: Robert Meikle
Robert Meikle, President

ATTEST:

[Signature]
Secretary

LIFT OPERATIONS AND MAINTENANCE
INCORPORATED

BY: Robert Meikle
Robert Meikle, President

ATTEST:

[Signature]
Secretary

Approved and unanimously agreed to by the Stockholders of the above corporations.

Rex Meikle
Rex Meikle

Vernita Meikle
Vernita Meikle

Dietmar Kluth
Dietmar Kluth

Pauline Kluth
Pauline Kluth

Robert Meikle
Robert Meikle

9. Effective as of the date of the merger, new certificates for shares of stock in Kelly Canyon Ski Hill, Inc., shall be issued to the parties identified above, reflecting the shares which shall be owned by them after the date of merger.

10. On the effective date of the merger, Lift Operations and Maintenance Incorporated and Lift Tech, Inc., shall cease to exist separately, and Kelly Canyon Ski Hill, Inc., shall succeed to all title to the assets of both of said corporations and shall further succeed to, assume, and be responsible for all liabilities of said corporation whether now existing or which may hereafter arise. Kelly Canyon Ski Hill, Inc., as the surviving corporation, shall possess all of the rights, privileges, powers, franchises, fiduciary duties, powers, and obligations, of a public or private nature, subject to all restrictions, disabilities, and duties of Lift Operations and Maintenance Incorporated, and Lift Tech, Inc.

11. The corporations which are a part of this Plan, and the stockholders thereof, agree to execute and deliver all such deeds and other instruments as may be necessary, or take all other action necessary, to carry out the terms and intent of this Plan.

12. This agreement may be terminated and the merger provided hereby abandoned by a vote of the board of directors of all of the corporations hereto.

13. Kelly Canyon Ski Hill, Inc., as the surviving corporation, hereby reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation or by-laws.

IN WITNESS WHEREOF, the parties have executed this agreement as of the date stated above.

DATED: June 22, 1995

KELLEY CANYON SKI HILL, INC. (now KELLY CANYON SKI HILL, INC.)

Robert Meikle
By: Robert Meikle, President

ATTEST: Michael
Secretary

SIGNATURES CONTINUED ON FOLLOWING PAGE