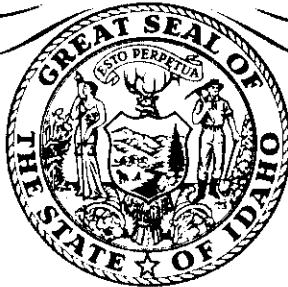


# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

*MISH-AN-NOCK CRUISES, INC.*

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the *12th* day of *November* 19 *75*, original articles of amendment, as provided by Section *s 30-146 and 30-147, Idaho Code*, *increasing the authorized capital to 150 shs no par value*

and that the said articles of amendment contain the statement of facts required by law, and are ~~will be~~ recorded on ~~Film No.~~ *microfilm* of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this *12th* day of *November*, A. D., 19 *75*.

Secretary of State

CERTIFICATE OF AMENDMENT OF ARTICLES  
OF INCORPORATION

of

MISH-AN-NOCK CRUISES, INC.

Pursuant to and in accordance with that action taken by the stockholders of MISH-AN-NOCK CRUISES, INC., on the 7th day of October, 1975, and that action taken by the directors of MISH-AN-NOCK CRUISES, INC. on the 7th day of October, 1975, wherein there was adopted the following Resolution, to-wit:

BE IT RESOLVED that Article VI of the Articles of Incorporation of Mish-An-Nock Cruises, Inc. be amended to read as follows:

"The aggregate number of shares which the corporation shall have authority to issue is 150 shares. Unless otherwise hereinafter stated, all said shares shall be of one class: Common. Each share shall be without par value and each share shall be entitled to one vote in the affairs of the corporation. Each incorporator shall have one share."

and there being attached to this Certificate a true and correct copy of the Minutes of the Special Meeting of Stockholders and the Minutes of the Special Meeting of Directors, now therefore, subject to the approval of the Secretary of State of the State of Idaho as provided by statute, Article VI of the Articles of Incorporation is amended to read as follows:

ARTICLE VI

The aggregate number of shares which the corporation shall have authority to issue is 150 shares. Unless otherwise hereinafter stated, all said shares shall be of one class: Common. Each share shall be without par value and each share shall be entitled to one vote in the affairs of the corporation. Each incorporator shall have one share.

DATED this 10<sup>th</sup> day of November, 1975.

MISH-AN-NOCK CRUISES, INC.

Attest:

10-17-75 [Signature]  
Secretary

By [Signature]  
President



SPECIAL MEETING OF DIRECTORS

of

MISH-AN-NOCK CRUISES, INC.

A special meeting of Directors of Mish-An-Nock Cruises, Inc. was duly and regularly held on the 7<sup>th</sup> day of October, 1975, at Coeur d'Alene, Idaho. The following directors were in attendance in person at said meeting and have subscribed unto these Directors' minutes individually and have waived all purposes for call, notice of meeting and purpose of meeting and do affirm all actions at said meeting thereupon taken.

Peter Brix presided as Chairman at the meeting; R. J. DeArmond recorded the proceeding. The Chair announced that all directors were present.

The Chair then announced that the purpose of the special meeting was to consider and take action by the Directors upon the Resolution of the stockholders made and taken on the 7<sup>th</sup> day of October, 1975, whereupon the stockholders did resolve as follows:

BE IT RESOLVED that Article VI of the Articles of Incorporation of Mish-An-Nock Cruises, Inc. be amended to read as follows:

ARTICLE VI

The aggregate number of shares which the corporation shall have authority to issue is 150 shares. Unless otherwise hereinafter stated, all said shares shall be of one class: Common. Each share shall be without par value and each share shall be entitled to one vote in the affairs of the corporation. Each incorporator shall have one share.

Special Meeting of Directors  
Mish-An-Nock Cruises, Inc.  
Page two

Motion was thereupon duly made, seconded that the Resolution of the shareholders be approved, adopted and ratified by the Directors as a Directors' Resolution and that the necessary procedures be invoked for the amendment of the Articles of Incorporation, Article VI, in accordance with and pursuant to the Stockholders' Resolution.

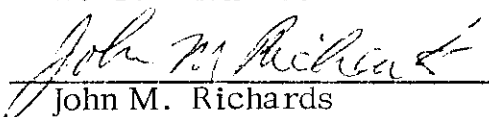
Upon vote, all said Directors did thereupon unanimously vote in favor of said Resolution and said Directors did thereupon adopt the following Resolution:

BE IT RESOLVED that Article VI of the Articles of Incorporation of Mish-An-Nock Cruises, Inc. be amended to read as follows:

"The aggregate number of shares which the corporation shall have authority to issue is 150 shares. Unless otherwise hereinafter stated, all said shares shall be of one class: Common. Each share shall be without par value and each share shall be entitled to one vote in the affairs of the corporation. Each incorporator shall have one share."

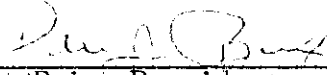
There being no further business, said meeting was thereupon duly declared adjourned and the President adjourned said meeting.

  
\_\_\_\_\_  
W. T. Richards

  
\_\_\_\_\_  
John M. Richards

LAFFERTY TRANSPORTATION COMPANY

By

  
\_\_\_\_\_  
Peter Brix, President

  
\_\_\_\_\_  
R. J. DeArmond

SPECIAL MEETING OF STOCKHOLDERS

of

MISH-AN-NOCK CRUISES, INC.

A special meeting of stockholders of Mish-An-Nock Cruises, Inc. having been duly and regularly held on the 7<sup>th</sup> day of October, 1975, at Coeur d'Alene, Idaho, the following stockholders being present in person and subscribing to the Minutes thereby waiving notice of meeting, call for meeting and purposes of meeting, said stockholders being:

Lafferty Transportation Company, by and  
through Peter Brix, 48 shares

W. T. Richards, 14 shares

John M. Richards, 14 shares

R. J. DeArmond, 14 shares

At said meeting Peter Brix presided and R. J. DeArmond recorded the proceedings.

Discussion was had relative to the authorized capital stock of the corporation authorized by the Secretary of State of the State of Idaho, pursuant to Article VI of the Articles, which reads as follows:

"The aggregate number of shares which the corporation shall have authority to issue is 90. Unless otherwise hereinafter stated, all said shares shall be of one class: Common. Each share shall be without par value and each share shall be entitled to one vote in the affairs of the corporation. Each incorporator shall have one share.

Special Meeting of Stockholders  
Mish-An-Nock Cruises, Inc.  
Page Two

Article VII of the Articles reads as follows:

"Each of the shareholders herein shall have pre-emptive rights and no shares of stock in this corporation, once issued, may be sold to any non-shareholder without first offering it to the corporation and, if not bought by the corporation, then to the other shareholders, each upon as favorable terms and price as to any third person. Each share of stock issued shall be stamped with a notice that its sale is restricted."

It was pointed out that there existed a need to increase the authorized capital stock of the corporation from 90 shares to 150 shares, and that Article VI be amended to read as follows:

"The aggregate number of shares which the corporation shall have authority to issue is 150 shares. Unless otherwise hereinafter stated, all said shares shall be of one class: Common. Each share shall be without par value and each share shall be entitled to one vote in the affairs of the corporation. Each incorporator shall have one share."

Motion was thereupon duly made that the proposed amendment of the Articles of Incorporation as relates to paragraph VI be so ratified, adopted and confirmed subject to the continuation and provisions of Article VII of the Articles of Incorporation. Upon vote and seconded, the stockholders thereupon unanimously adopted the following resolution:

BE IT RESOLVED that the Directors of the corporation shall be authorized to amend the Articles of Incorporation of Mish-An-Nock Cruises, Inc. and Article VI thereof to read as follows:

Special Meeting of Stockholders  
Mish-An-Nock Cruises, Inc.  
Page Three

"The aggregate number of shares which the corporation shall have authority to issue is 150 shares. Unless otherwise hereafter stated, all said shares shall be of one class: Common. Each share shall be without par value and each share shall be entitled to one vote in the affairs of the corporation. Each incorporator shall have one share."

Whereupon, a roll call vote of the stockholders of said corporation was duly and regularly made and said stockholders did thereupon vote as follows:

Lafferty Transportation Company,  
by Peter Brix, 48 shares - yes;

W. T. Richards, 14 shares - Yes;

John M. Richards, 14 shares - Yes;

R. J. DeArmond, 14 shares - Yes.

The Chairman thereupon announced the Resolution was duly and regularly adopted by the shareholders and would thereupon be submitted unto the Directors of the corporation for the action to obtain amendment to the Articles of Incorporation.


Each shareholder was instructed to subscribe to the Resolution of amendment thereby showing approval and attendance at said special meeting.

LAFFERTY TRANSPORTATION COMPANY

  
\_\_\_\_\_  
W. T. Richards

  
\_\_\_\_\_  
John M. Richards

By

  
\_\_\_\_\_  
Peter Brix, President

  
\_\_\_\_\_  
R. J. DeArmond