



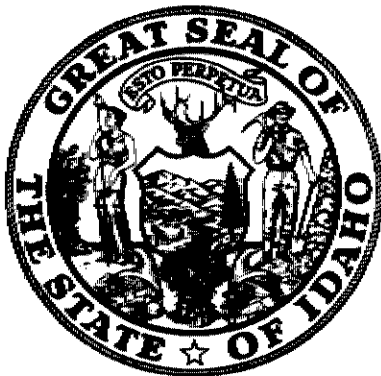
**CERTIFICATE OF INCORPORATION
OF**

THOUSAND SPRINGS RESORT, INC.

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: September 9, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by *Sandra Mathews*

ARTICLES OF INCORPORATION
OF
THOUSAND SPRINGS RESORT, INC.

RECORDED
SEP 11 11 09 AM '11

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is THOUSAND SPRINGS RESORT, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are: the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1,000, \$10.00 par value.

ARTICLE V

There are no provisions denying preemptive rights.

ARTICLE VI

Provisions for the regulation of the internal

affairs of the corporation are the By-Laws of the corporation.

ARTICLE VII

The address of the initial registered office of the corporation is Route #4, Box 7390, Twin Falls, Idaho and the name of its initial registered agent at such address is Keith Sligar.

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Keith Sligar	Route #4, Box 7390 Twin Falls, ID 83301
William J. Sligar	Route #4, Box 7390 Twin Falls, ID 83301
Margaret Sligar	Route #4, Box 7390 Twin Falls, ID 83301

ARTICLE IX

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Northwest Company, Inc.	Route #4, Box 7390 Twin Falls, ID 83301

DATED 9-8-87, 1987.

NORTHWEST COMPANY, INC.

Keith Sligar
By: Keith Sligar, President

STATE OF IDAHO,)
 :SS.
County of Twin Falls)

On this 8th day of Sept., 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared Keith Sligar, known to me to be or proved to me on his oath to be the President of the corporation that executed the instrument and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Vicki Hemingway
Notary Public for Idaho
Residing at: Twin Falls, Id