

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

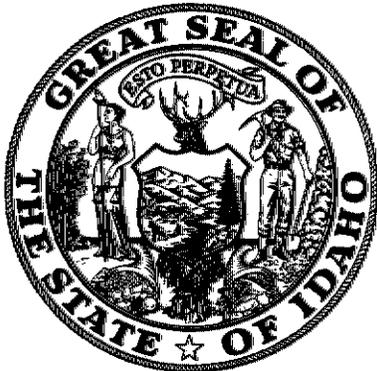
RESORT CONSULTING GROUP, INC.

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.

July 27, 1987

Dated:



Pete T. Cenarrusa

SECRETARY OF STATE

by *Sandra M. Anthony*

ARTICLES OF INCORPORATION
OF
RESORT CONSULTING GROUP, INC.

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SEC. OF STATE
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The undersigned, acting as the Incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation is RESORT CONSULTING GROUP, INC.

II.

The period of its duration is perpetual.

III.

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

IV.

The street and mailing addresses of the initial registered office of the corporation are 319 Skiway Drive, Ketchum, Idaho and Post Office Box 228, Sun Valley, Idaho 83353, respectively, and the name of its initial registered agent at such addresses is John P. Wells.

V.

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares, all of which shall be common stock with a par value of \$1.00 per share, to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

VI.

The number of directors constituting the initial Board of Directors of the corporation is three (3). The names and mailing addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and so qualify, are:

NAME

MAILING ADDRESS

John P. Wells

Post Office Box 823
Ketchum, Idaho 83340

Keith Whitfield

Post Office Box 565
Sun Valley, Idaho 83353

Barry J. Baker

Post Office Box 722
Sun Valley, Idaho 83353

VII.

The name and mailing address of the Incorporator is:

NAME

MAILING ADDRESS

James P. Speck

Post Office Box 987
Ketchum, Idaho 83340

DATED this 23rd day of July, 1987.

James P. Speck
JAMES P. SPECK

STATE OF IDAHO)
) ss.
County of Blaine)

I, Delra D. Lee a notary public, do hereby certify that on this 24th day of July, 1987, personally appeared before me JAMES P. SPECK, who, being by me first duly sworn, declared that he is the incorporator of Resort Consulting Group, Inc., that he signed the foregoing document as incorporator of the corporation, and that the statements therein contained are true.

Delra D. Lee
Notary Public for Idaho
Residing at: Sanley

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