



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**UP TO DATE TRAVEL CLUB, 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:

*April 15, 1991*



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*Clayton H. ...*

ARTICLES OF INCORPORATION  
OF  
UP TO DATE TRAVEL CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is UP TO DATE TRAVEL CLUB, INC.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized include the transaction for any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is: 100. Such shares are to consist of one class only. The par value of each of such shares shall be \$1.00, which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

RECORDED  
SECRETARY  
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#### SIXTH

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

#### SEVENTH

The address of the initial registered office of the corporation is: 2615 N. 4th, Suite 646, Coeur d'Alene, ID 83814

The name of the corporation's initial registered agent at such address is: Barbara A. Guthneck.

#### EIGHTH

The number of directors constituting the initial Board of Directors is: 2.

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Barbara A. Guthneck, President and Vice-President  
Address 2615 N. 4th, Suite 646, Coeur d'Alene, ID 83814

Michael L. Guthneck, Secretary  
Address 2615 N. 4th, Suite 646, Coeur d'Alene, ID 83814

#### NINTH

The names and addresses of all incorporators are:

Barbara A. Guthneck  
2615 N. 4th, Suite 646, Coeur d'Alene, ID 83814

Michael L. Guthneck  
2615 N. 4th, Suite 646, Coeur d'Alene, ID 83814

IN WITNESS WHEREOF, we have hereunto set our hands and seals  
this 19 day of March, 1991.

Barbara Guthneck  
President

Barbara Guthneck  
Vice President

Michael L. Guthneck  
Secretary

STATE OF IDAHO

County of Shoshone ) ss.

On this 19 day of March, 1991, before me,  
the undersigned, a Notary Public in and for said state personally  
appeared

Barbara A. Guthneck  
Michael L. Guthneck

known to me to be the persons whose names are subscribed to the  
within and foregoing instrument, and acknowledged to me that they  
executed the same, and that they were persons of lawful age and  
citizens of the United States of America.

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

Lamara House  
Notary Public for Idaho  
Residing at: Vallee  
My commission expires: 2/22/97