



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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 original of the articles of incorporation of

THE TETON PEAKS RECREATIONAL ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **Twenty-third** day of **December** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **126** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Driggs** in the County of **Teton.**

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 **23rd** day of **December**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

of

THE TETON PEAKS RECREATIONAL ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and WE CERTIFY:

FIRST

That the name of this corporation is

"THE TETON PEAKS RECREATIONAL ASSOCIATION, INC."

SECOND

That the nature of the business and the objects and purposes to be transacted, promoted, and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz:

(a) To carry on the business of a year-round resort and recreational center, including, but not limited to, the following: To install and operate one or more aerial chair-ways; to engage in the business of selling food and beverages; to engage in the business of operating hotels, motels, or other accommodations, for the general public and to construct such facilities as may be necessary in connection with the same; to engage in the business of operating a snow sport recreational center, with all of the incidental services that appertain to the same.

(b) To conduct, maintain and operate the business of amusement, entertainment, and recreation of the public, including the furnishing of any and all facilities for skiing, skating, winter and summer sports, dancing, music, games of skill, athletic and other contests, and exhibitions of every nature, for participation by the public and otherwise; to charge admission fees, rates, rentals, and other forms of remuneration for so doing.

(c) To engage in any recreational, commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho; to generally engage in, do and perform any enterprise, act, or vocation that a natural person might or could do or perform;

(d) To purchase, or in anywise acquire, for investment or for sale, or for operation or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or nature, or any interest therein; and to manage, improve, develop, and turn to account any land or contracts for purchase or sale of lands acquired by the corporation or in which the corporation is interested;

(e) To apply for, procure, and take out patents of the United States of America and the State of Idaho, upon any lands in which the corporation may have any interest;

(f) To do all and everything necessary, suitable and proper for and incident to the accomplishment of the purposes enumerated above, and for the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof; provided the same be not inconsistent with the laws under which this corporation is granted.

IN FURTHERANCE AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Idaho, and of the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

(a) To borrow or loan money with or without security therefor; to issue promissory notes, bonds, debentures, and other evidences of indebtedness;

(b) To make, enter into and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, county, state or the federal government.

(c) To have one or more offices to conduct its

business and promote its objects within and without the State of Idaho, and in other states and territories of the United States or other countries, subject, however, to the laws and limitations of such state, territory or country; and to maintain divisions, branches, or companies under other names although wholly owned by this corporation;

(d) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trade marks, concessions, inventions, formulas, improvements, processes of any nature whatsoever, copyrights and letters patent of the United States and foreign countries;

(e) And to issue shares of the capital stock of this corporation in return for mining claims, patents, leases, sub-leases, assignments and reassignments, property, tangible and intangible, and for services actually rendered to the corporation; such shares shall have pre-emptive rights.

THIRD

That the existence of this corporation is to be perpetual, after its incorporation, unless sooner dissolved or reincorporated pursuant to law.

FOURTH

That the place where its principal business is to be transacted and the registered office of the corporation in this state shall be in the Village of Driggs, Teton County, State of Idaho.

FIFTH

That the total authorized capital of this corporation shall be \$250,000.00, divided into 250,000 shares with a par value of \$1.00 per share. All stock shall be common stock and when fully paid shall be non-assessable and not subject to call. Each share of stock shall be entitled to one vote.

SIXTH

That the amount of the capital stock which has been

actually subscribed and paid for is 12 shares, and following are the names of the persons, their addresses and number of shares by whom the same have been subscribed, to-wit:

Name of Subscriber	Address	No. of Shares	Amount
Sverre Engen	Jackson, Wyoming	1	\$1.00
John Mark Wilson	Driggs, Idaho	1	\$1.00
John O. Sessions	Driggs, Idaho	1	\$1.00
Robert Bean	Driggs, Idaho	1	\$1.00
J. H. Harper	Driggs, Idaho	1	\$1.00
LaGrande Larsen	Driggs, Idaho	1	\$1.00
Kitchener Head	Driggs, Idaho	1	\$1.00
Donald Coburn	Driggs, Idaho	1	\$1.00
Leonard Jensen	Driggs, Idaho	1	\$1.00
Fritz Kaufman	Driggs, Idaho	1	\$1.00
Delmar Sant	Driggs, Idaho	1	\$1.00
James Christensen	Driggs, Idaho	1	\$1.00

SEVENTH

That the management of this corporation shall be vested in a board of not less than three or more than fifteen directors as may be fixed by the by-laws. The directors shall be elected at the annual meeting of the stockholders to be held at the general office of this corporation in said Driggs, Teton County, Idaho, each year, at a time to be determined by the by-laws, and until such election, the directors and officers of said corporation shall be the following: John Mark Wilson, President and Director; John O. Sessions, Vice-President and Director; Robert Bean, Secretary-Treasurer and Director; J. H. Harper, director; LaGrande Larsen, director; Kitchener Head, director; Donald Coburn, director; Leonard Jensen, director; Fritz Kaufman, director; Delmar Sant, director, and James Christensen, director, and Sverre Engen, director.

EIGHTH

The by-laws may be adopted by the shareholders and the board of directors, in the manner provided for by the laws of the State of Idaho.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 13th day of December, 1963.

John Mark Wilson
Fritz E. Kaufman
Sverre Engen

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