

CERTIFICATE OF INCORPORATION
OF

MOUNTAIN GUIDES, INCORPORATED

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 _____

MOUNTAIN GUIDES, INCORPORATED

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: *November 4, 1981*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
MOUNTAIN GUIDES, INCORPORATED

RECEIVED

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SECRETARY OF
STATE

THE UNDERSIGNED, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for Mountain Guides, Incorporated.

I.

The name of the corporation is MOUNTAIN GUIDES, INCORPORATED.

II.

The period of its duration is perpetual.

III.

The purpose for which Mountain Guides, Incorporated is organized is the outfitting and guiding of outdoor recreational activities and the procurement and use of all licenses necessary to the conduct of such business, and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IV.

The aggregate number of shares which Mountain Guides, Incorporated shall have authority to issue is one-hundred. The shares shall have no par or stated value.

V.

There are no provisions denying preemptive rights.

VI.

Provisions for the regulation of the internal affairs of the Corporation shall be as set forth in the Bylaws of Mountain Guides, Incorporated.

VII.

The address of the initial registered office of Mountain Guides, Incorporated is 1811 Leadville, Boise, ID 83706, and the name of the initial registered agent at this address is Curtis R. Olson.

VIII.

The number of directors constituting the initial Board of Directors of Mountain Guides, Incorporated is three. The names and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected are:

CURTIS R. OLSON, 1811 Leadville, Boise, ID 83706

VERNON W. KINDRED III., P.O. Box 6801, Boise, ID 83707

EDWIN L. LITTENEKER, 2117 Denver, Boise, ID 83706

IX.

The name and address of each incorporator is:

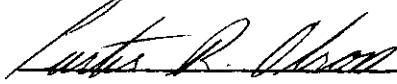
CURTIS R. OLSON, 1811 Leadville, Boise, ID 83706

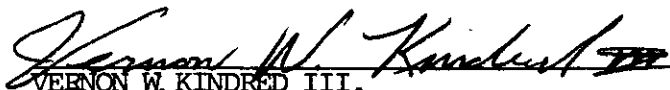
VERNON W. KINDRED III., P.O. Box 6801, Boise, ID 83707

EDWIN L. LITTENEKER, 2117 Denver, Boise, ID 83706

DATED This 4th day of November, 1981.

INCORPORATORS:


CURTIS R. OLSON

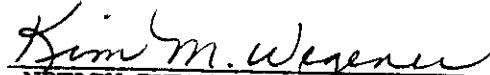

VERNON W. KINDRED III.


EDWIN L. LITTENEKER

STATE OF IDAHO)
) ss.
County of Ada)

On this 4th day of November 1981, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared CURTIS R. OLSON, VERNON W. KINDRED III., and EDWIN L. LITTENEKER known to me to be the above incorporators of Mountain Guides, Incorporated, and acknowledged that they executed these Articles of Incorporation for the purpose of organizing and doing business under the Idaho Business Corporation Act.

IN WITNESS WHEREOF, I have signed and set my seal on the 4th day of November 1981.


NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho