

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

**MR. BEEBE'S TRAVEL AND TOURS, INC.**

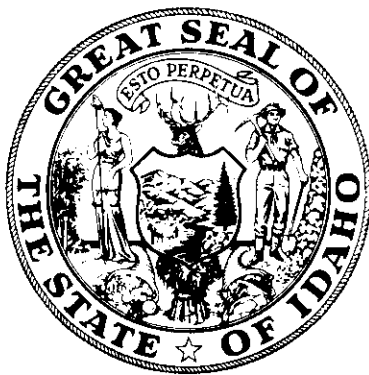
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**MR. BEEBE'S TRAVEL AND TOURS, INC.**

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: **October 13, 1983**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

1983 OCT 13 AM 09 54  
MR. BEEBE'S TRAVEL AND TOURS, INC.

KNOW ALL MEN BY THESE PRESENTS  
SECRETARY

That we, the undersigned, all of whom are of full age and citizens of the United States of America, have this day voluntarily associated ourselves together and do hereby and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purposes hereinafter stated:

I.

That the name of this corporation shall be MR. BEEBE'S TRAVEL AND TOURS, INC.

II.

That the term for which this corporation shall exist shall be in perpetuity.

III.

The name of the registered agent and the location of the principal office and post office address of this corporation shall be Kenneth A. Beebe, 2285 University Drive, Boise, Idaho 83706.

IV.

The objects and purposes for which this corporation is formed shall be and are:

To engage in, conduct, promote, advertise and carry on a local and world-wide travel service business including, but not limited to, managing an agency, arranging, planning and booking of passenger transportation, making reservations

at hotels and resorts, making arrangements for tours and local transportation and conducting tours on a commission basis or on a buy-sell or charter basis.

2. To deal and traffic in real estate and all estates and interests therein, whether owned by it or otherwise; to buy, take, lease, rent, option, or in any other manner acquire, own, hold, possess, sell exchange, lease, convey, transfer, rent, mortgage, give liens against, or in any other manner dispose of or encumber real estate, and any and all interests or estates therein, whether within or without the State of Idaho, including water irrigation rights and irrigation and/or drain ditches, whether classified as real or personal property.
3. To lay out, subdivide and/or plat real estate in lots, blocks, subdivisions, townsites, or otherwise to dedicate and establish streets, alleys, parks and public grounds, and to build, repair, remodel, construct, acquire, hold and equip houses, buildings, roads, streets, sidewalks, fences, pavements, sewers and ditches, conduits, reservoirs, waterworks, irrigation systems and in any other manner improve, use, maintain, operate and/or develop real estate for any purpose or use, whether owned by it or otherwise; and to contract to do any of said acts for others.
4. To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description, including, but not limited to, shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part, in cash, or by exchanging therefor, stocks, bonds or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts or obligations to receive, collect and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stock so owned.
5. To purchase or to otherwise acquire, hold, sell, assign, endorse, transfer, mortgage, pledge, hypothecate, or otherwise dispose of and to deal generally in

notes, bonds, contracts, stocks, warrants, bills, open accounts, and evidences of individuals, firms, partnerships and corporations, municipal, public and private, except as limited by law; to loan its funds, with or without security, on notes, open accounts, or otherwise.

6. In the purchase or acquisition of property, business, rights, or in franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale of and other disposition of bonds, debentures, obligations, negotiable and transferable instruments and evidences or indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

7. To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association, or corporation, municipality, body politic, country, territory, district, state and government.

8. To institute, enter into, carry on, assist, promote or participate in financial, commercial, merchantile, industrial and other business, works, enterprises, undertakings and operations.

9. To carry on any other business, which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

10. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

11. The said corporation may perform any part of its business outside the State of Idaho, in the other states, in the District of Columbia, territories or possessions, or any dependencies of the United States.

12. To do each and everything necessary, suitable, useful or advisable for the accomplishment of any one or more of said objects, or which shall at any time appear to be conducive to or expedient for

the benefit of said corporation in connection therewith.

13. To do each and all things set forth herein to the same extent and as fully as natural persons might or could do in the State of Idaho, and in any other state, country or place.

14. To have one or more offices to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, to hold, own, to mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, dependencies, possessions, or colonies of the United States of America.

15. In general, to carry on any business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the State of Idaho upon corporations.

16. It is the intention of the incorporators of this corporation that the foregoing clauses shall be construed both as objects and powers and that the foregoing and numerated powers of this corporation, and the purposes thereof shall not be construed to limit or restrict in any manner the powers of this corporation, but, this corporation shall have the power to do anything suitable, necessary, convenient or proper for the accomplishment of, and of its purposes of, the attaining of any one or more of the objects herein numerated or incidental to the powers herein named or which at any time appear conducive or expedient for their protection or benefit of the corporation and this to the same extent and as fully as a natural person might or could do.

#### V.

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and to alter By-Laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to

authorize and cause to be executed mortgages and liens upon the real and personal property in this corporation.

If the By-Laws so provided, to designate two or more of its members to constitute an executive committee, which committee shall, for the time being, as provided in said resolution or in the By-Laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders meeting duly called for that purpose, or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors deem expedient and for the best interest of the corporation.

This corporation may in its By-Laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

#### VI.

The aggregate number of shares which the corporation shall have the authority to issue is 20,000. Such shares are to consist of one class only having a par value of \$1.00 each. No distinctions shall exist between the shares of this corporation and all such shares shall have the same rights in the corporation.

VII.

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services, or any other right or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash at par; and, the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock.

VIII.

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law.

IX.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

X.

The number of the directors constituting the initial Board of Directors of the corporation is two (2), 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:

NAME

ADDRESS

Kenneth A. Beebe  
Marla K. Beebe

2285 University Drive, Boise, ID 83706  
2285 University Drive, Boise, ID 83706

XI.

The name and post office address of the incorporator

is:

NAME

ADDRESS

Kenneth A. Beebe

2285 University Drive, Boise, ID 83706

XII.

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in this certificate of incorporation in the manner now or hereinafter prescribed by statute, and all rights conferred upon the stockholders herein are granted, subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 13<sup>th</sup> day of October, 1983.

Kenneth A. Beebe  
Kenneth A. Beebe

STATE OF IDAHO )  
                  :       ss.  
County of Ada  )

I, Margaret Ann Cook, a Notary Public, do hereby certify that on this 13<sup>th</sup> day of October, 1983, personally appeared before me KENNETH A. BEEBE, who being by me first duly sworn, severally declared that he is the person who signed the foregoing document as incorporator and that the statements contained therein are true.

Margaret Ann Cook  
Notary Public for Idaho  
Residing at Boise, Idaho