



**CERTIFICATE OF INCORPORATION
OF**

LENIES, 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 21, 1986**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Angie J. Clark*

ARTICLES OF INCORPORATION

OF

LEWIES, Inc.

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SEC. OF STATE

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ARTICLE I

The name of this corporation is LEWIES, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purposes for which this corporation is organized are:

1. To lease, purchase, or otherwise acquire, own, operate, manage and conduct, franchise, sell or otherwise dispose of, hotels, guest ranches, cabins, resort lodges, restaurants, cafes, garages, service stations and places for public accommodations, and any business or activities incident thereto or connected therewith, or useful in the furtherance thereof, including, but not confined to, amusement places, dance halls, grocery and general merchandising stores.
2. To own outfitters and guide licenses, to operate an outfitters and guide business and to function in all aspects of such business, to include, but not limited to fishing, hunting of birds, waterfowl, large and small game animals and predators; cross country skiing, skiing, hiking and mountain climbing, backpacking, trailrides; conduct boat trips, both power and floating, canoeing and rafting.
3. To own, operate and conduct schools to teach fishing, fly tying, lure construction, boating, hiking, skiing, horsemanship, vocational and academic subjects; and survival skills.
4. To own, conduct, and engage in the selling of gasoline, oils and petroleum products and vehicle accessories of every kind, character and description; to engage in the general merchandising business of all kinds, including but not limited to, sporting goods, clothing, equipment and all types of souvenirs.
5. To lend money, negotiate loans with or without

security; to draw, accept, endorse, buy and sell notes, drafts, securities of all kinds, both at principal and their agents; to accept as security for any loans, liens, conditional sales of and pledges of real and personal property.

6. To acquire, manage, work, develop, lease, mortgage, sell, dispose of and otherwise deal with property of all kinds, including compromise and settlement of demands, accounts and claims of all kinds; to organize, finance, develop and improve business firms, partnerships and corporations.

7. To enter into, make perform and carry out contracts of every sort and kind with any person, firm, association or corporation.

8. To enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association or corporation.

9. To acquire, own, hold and dispose of grants, concessions and franchises or interests therein.

10. To appoint agents, subagents and salesmen and to enter into all necessary contracts with agents, subagents, salesmen and dealers.

11. To receive, acquire, hold purchase or dispose of, convey, mortgage and/or lease real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

12. To enter into contracts, obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs or for the purposes of the corporation.

13. To acquire by purchase or otherwise and hold, own, sell, convey, encumber and transfer all kinds of real and personal property of every kind and description required in connection with the conduct of the business of the company.

14. To borrow money or otherwise incur indebtedness without limit as to amount and to draw, make, accept, endorse, transfer, guarantee, execute and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments or all other instruments for the payment of money,

negotiable or non-negotiable and whether secured or unsecured.

15. To conduct business in this state, other states, District of Columbia, territories and colonies of the United States, and in foreign countries, and to have one or more offices and places of business out of this state and to acquire, receive, hold, purchase, lease, mortgage, dispose and/or convey real or personal property situate out of this state.

16. To cause to be formed, merge, or reorganize and to promote and aid in any way permitted by law by formation, merger or reorganization of any business concern, firm association or corporation, domestic or foreign; to acquire good will, rights and property in the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any persons, firm association or corporation; to pay for the said good will, rights, property and assets in cash, the stock of this company, bonds or otherwise or by undertaking the whole or any part of the liabilities of the transferer; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary and expedient in or about the conduct and management of said business.

17. To apply for purchase, register or in any manner to acquire and to hold, own, lease, operate and introduce and to sell, lease, assign, pledge or in any manner dispose of and deal with patents, patent rights, licenses, copyrights, trademarks, tradenames and to acquire, own, use or in any manner dispose of any and all inventories, improvements and processes, labels, designs, brands or other rights, and to work, operate and develop the same and to carry on any business, manufacturing or otherwise which may directly or indirectly effectuate these objects or any of them.

18. To purchase and so far as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law and to hold, pledge and reissue shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

19. To have, exercise and enjoy all the powers now or hereafter granted to corporations organized under the laws of the State of Idaho and particularly all of the powers and privileges granted to corporations under the Idaho Code and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the

aforesaid business and/or carrying into effect any and all of the aforesaid objects and purposes.

20. All of the foregoing provisions of this Article III of the Articles of Incorporation, shall be regarded as independent purposes, objects and powers.

ARTICLE IV

The address of the registered office of the corporation is South Side of Highway 47, Warm River, Idaho 83420 and the name of the registered agent at such address is Julie B. Simmons.

ARTICLE V

The total authorized number of par value shares of the corporation is one thousand (1000) shares of \$10 par value.

ARTICLE VI

The amount of paid-in capital with which the corporation will begin business is Five Hundred Dollars (\$500), and the corporation will not commence business until consideration of that value has been received for issuance of its shares.

ARTICLE VII

Shareholders of this corporation shall have pre-emptive rights to acquire additional shares issued by the corporation.

ARTICLE VIII

The first directors of the corporation shall be four in number and their names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Julie B. Simmons	Warm River, ID 83420
Lonnie Lee Allen	2254 Plum Street Emmett, ID 83617
Linda E. Lewies	4944 Decatur Boise, ID 83704
Karl H. Lewies	Warm River, ID 83420

ARTICLE IX

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Julie B. Simmons	Warm River, ID 83420

ARTICLE X

1. The directors of this corporation need not be residents of the State of Idaho or shareholders of the corporation.
2. The Board of Directors shall have authority to fix the compensation of the directors.
3. The Board of Directors is authorized to make, alter, amend or repeal the By-laws of this corporation, subject to the power of the shareholders having voting power to alter, amend or repeal such By-laws.

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision of these Articles, in the manner now or hereafter prescribed by law, and all rights and power conferred herein on shareholders and directors are subject to this reserved power.

Executed in duplicate on April 16, 1986.


Julie B. Simmons