

State of Idaho

Department of State

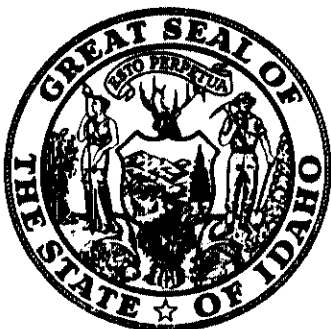
CERTIFICATE OF INCORPORATION OF

LEISURE TIME OF POCA TELLO, 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 18, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

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C. To buy, sell, lease or otherwise acquire or dispose of licenses, franchises, patents, trademarks, copyrights, corporations and other property as is deemed necessary to carry on the purposes of the corporation.

D. To have, exercise and enjoy all of the powers now or hereafter granted to corporations under the laws of the State of Idaho and, particularly, all the powers and privileges granted to corporations by Chapter 1, Title 30, Idaho Code, and any present and/or future amendments thereto; or in any other State, the District of Columbia, the Territories of the United States or in any foreign country; and to do any act or thing necessary or convenient for the transaction of the business of the corporation and/or carrying into effect any and all of the objects and purposes of this corporation.

E. All of the foregoing provisions of this Article are to be construed both as objects and powers; and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which corporations formed under the laws of Idaho, now or hereafter existing, may not lawfully carry on or do unless the same be in another state of the union, District of Columbia or foreign country and so authorized by that state, territory, District of Columbia or foreign country. It is intended that the purposes, objects and powers specified in each of the paragraphs of these Articles of

Incorporation shall, except as otherwise provided, not be limited to or restricted by reference to or inference from the terms of any other clause or paragraph of this Article or any other provisions of these Articles of Incorporation; and it is our intention that the purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers. These articles of Incorporation shall be regarded as independent purposes, objects and powers.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The location of the registered office of the corporation and the Post Office address of the corporation shall be in the City of Pocatello, County of Bannock, State of Idaho, at 415 Yellowstone Avenue, and the registered agent is Gary V. Olsen, at 415 Yellowstone Avenue, Pocatello, Idaho 83201.

ARTICLE V

The stock of the corporation shall be entitled capital stock having both voting rights and rights of ownership on equal basis per share. The amount of the authorized capital stock of this corporation shall be 10,000 shares of no par value. Before any of the capital stock of this corporation may be sold or transferred by any of its members or shareholders, such member or shareholder shall comply with the provisions of the Bylaws including, but not limited to, providing the corporation itself a thirty-day (30) written option to repurchase the stock; provided, however, that should the corporation desire not to repurchase any stock to be

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sold or transferred, the remaining shareholders of the corporation shall be given a thirty-day (30) written option to purchase said stock after receiving notice, in writing, that the corporation will not repurchase said stock itself. The capital stock of this corporation may be exchanged by the corporation through the Board of Directors for stock in other corporations. Transfer, sale and/or disposition of stock as provided herein may be modified at any time in writing signed by all of the stockholders.

ARTICLE VI

The amount of the capital stock which has been subscribed and paid for is the sum of two (2) shares, and following is the name of the persons, their addresses and number of shares by whom the same have been subscribed, to wit:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Gary V. Olsen	1426 Mojave Idaho Falls, Idaho 83401	1
Patricia Olsen	1426 Mojave Idaho Falls, Idaho 83401	1

The capital stock of the corporation shall not be assessable except as agreed by a two-thirds majority of all of the outstanding shares of the corporation.

ARTICLE VII

The management of this corporation shall be vested in a Board of not less than one (1) nor more than ten (10) directors, as may be fixed by the Bylaws, or at any meeting of the shareholders in manner provided in the Bylaws. The directors shall be elected at the annual meeting of the stockholders to be held at the general office of the corporation in the City of Idaho Falls, County of

Bonneville, State of Idaho, on the second Monday of the first month after the close of the taxable year of each year, or at a time to be determined by the Bylaws or at such other time and place as the directors may so determine as provided in the Bylaws. That until the first meeting of the officers, directors and stockholders of the corporation, the officers and directors of the corporation shall be the said Gary V. Olsen, President and Director; Patricia Olsen, Vice-President and Director; and Lee Taylor, Secretary, Treasurer and Director. Lee Taylor's address is 2436 North Woodruff, Idaho Falls, Idaho 83401.

ARTICLE VIII

The initial Bylaws of the corporation shall be adopted by its Board of Directors; and the power to repeal and amend Bylaws and adopt new Bylaws is hereby conferred upon the directors as well as the shareholders, to be exercised by such vote of such directors or of the allotted shares, as the case maybe, not less, however, than a majority thereof as may be fixed in the Bylaws.

ARTICLE IX

Meetings of the shareholders or of the Board of Directors may be held jointly or separately within or without the State of Idaho, upon notice, in writing, from the Board of Directors or as may be authorized by Chapter 1, Title 30, Idaho Code or by the Bylaws of the corporation.

ARTICLE X

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the corporation,

and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director, individually, or any firm of which said directors may be a member may be a party to or may be pecuniarily or otherwise interested in any contract or business transaction of the corporation, provided, that the fact that he or such firm is so interested shall be disclosed or shall have been disclosed to the Board of Directors or a majority thereof; any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at a meeting of the Board of Directors of the corporation which shall authorize such contract or transaction and may vote thereat to authorize such contract or transaction, with a like force and effect as if he or she were not such director or officer of such other corporation or so interest.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

8 day of April, 1994.


GARY V. OLSEN


PATRICIA OLSEN

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 8 day of April, 1994, before me, the undersigned,
a Notary Public in and for said State of Idaho, personally appeared
GARY V. OLSEN and PATRICIA OLSEN, known to me to be the persons
whose names are subscribed to the within instrument and
acknowledged to me that they executed the same.

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



NOTARY PUBLIC FOR IDAHO
Residing at Idaho Falls, Idaho
My Commission Expires: 6-3-97

LEISURE TIME, INC.
an Idaho Corporation
2200 North Woodruff
Idaho Falls, Idaho 83401

TO WHOM IT MAY CONCERN:

SEC. OF STATE
37 APR 19 1994
Leisure Time, Inc., an Idaho Corporation, does hereby consent
to and authorize Leisure Time of Pocatello, Inc., to use the
corporate name of Leisure Time of Pocatello, Inc.

DATED this 8 day of April, 1994.

Leisure Time, Inc.
an Idaho Corporation

By: Gary V. Olsen

Gary V. Olsen, President

Lee Taylor
Lee Taylor, Secretary

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 8 day of April, 1994, before me, the undersigned,
a Notary Public in and for said State, personally appeared GARY V.
OLSEN and LEE TAYLOR, known to me to be the President and
Secretary, respectively, of Leisure Time, Inc., the corporation
that executed the foregoing instrument and acknowledge to me that
such corporation executed the same.

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

[Signature]
NOTARY PUBLIC FOR IDAHO

Residing at: Idaho Falls, ID

My Commission Expires: 6-3-97