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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
OREGON TRAIL CENTER, INC.**

The undersigned members of the Board of Directors of **Oregon Trail Center, Inc.**, a nonprofit corporation (hereinafter, the "Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act (the "Act"), hereby adopt the following Amended and Restated Articles of Incorporation (hereinafter, the "Articles of Incorporation") for the Corporation.

**ARTICLE 1
IDENTIFICATION**

The name of the Corporation is "Oregon Trail Center, Inc."

**ARTICLE II
NONPROFIT STATUS**

The Corporation is a nonprofit corporation, and shall have no capital stock.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE IV
PURPOSES**

The purposes and objectives of the Corporation shall be:

A. To collect, preserve and publicly display historical artifacts, paintings, depictions, written materials and other information pertaining to, and to provide educational services and related presentations concerning, historical events and activities relating primarily to the Oregon Trail and related emigrant trails and to the settlement of the Bear Lake Valley.

B. For charitable and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time ("Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Code §501(c)(3).

C. To solicit, collect and otherwise raise funds and other property for the above purposes.

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D. To exercise all powers granted by law as may be necessary and proper to carry out the above-stated purposes, including, but not limited to, the power to accept donations of money, property (whether real or personal), and/or any other thing of value, the power to enter into and perform contracts of every kind with any persons or entities, the power to purchase and sell property (whether real or personal), the power to borrow money for its corporate purposes, and the power to transact any and all lawful business (provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power or to do any act not permitted by Code § 501(c)(3) or that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do).

ARTICLE V LIMITATIONS

The Corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Act for the purposes described in Article IV above. In particular, no part of the net earnings of the Corporation shall ever inure to the benefit of any director or officer thereof or to the benefit of any private persons (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and/or a reasonable allowance for authorized expenditures incurred on behalf of the Corporation, and to make payments and distributions in furtherance of the purposes set forth in Article IV above). No substantial part of the activities of the Corporation shall involve attempting to influence legislation, and the Corporation shall not participate or intervene in any manner (including the publishing or distribution of statements) in any political campaign on behalf of (or in opposition to) any candidate for elective public office. Upon the dissolution or winding up of the Corporation, the assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed in the manner described in Article XI below, pursuant to the provisions set forth in the Act. If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the district court of the county in which the Corporation has its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation, and in a proceeding to which the Attorney General is a party.

ARTICLE VI MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII BOARD OF DIRECTORS

Subject to the provisions of the Act, and subject to the Bylaws of the Corporation, the business, activities and affairs of the Corporation shall be conducted by, and all corporate powers shall be exercised by or under the direction of, the Board of Directors. The authorized number of directors at any time shall be an odd number not less than three (3) and not more than nine (9). The exact number of authorized directors shall be determined by a two-thirds majority vote of the Corporation's directors then in office. The directors of the Corporation shall be elected by a majority vote of the Board of Directors in the manner set forth in the Bylaws of the Corporation. No director of the Corporation shall have any right, title or interest in or to any property of the Corporation.

ARTICLE VIII OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice-Presidents as may be prescribed in the Bylaws of the Corporation, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, an Executive Director and/or such other officers and/or assistant officers as may be appointed in accordance with the Bylaws of the Corporation. Each of such officers shall be appointed by the Board of Directors and shall perform the duties specified in the Bylaws of the Corporation and such other duties as may be prescribed by the Board of Directors. One person may hold two (2) or more offices, except those of President and Secretary.

ARTICLE IX PERSONAL LIABILITY AND DEBT OBLIGATIONS

Subject to the provisions of the Act, and subject to the Bylaws of the Corporation, no director or officer of the Corporation shall be personally liable for the debts or obligations of the Corporation, and none of the property of any director or officer of the Corporation shall be subject to the payment of the debts or obligations of the Corporation.

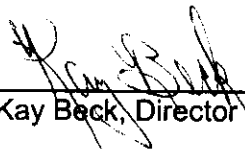
ARTICLE X BYLAWS

Provisions for governing the internal affairs of the Corporation, except as otherwise provided in the Articles of Incorporation, shall be set forth in the Bylaws of the Corporation. Such Bylaws may be repealed or amended, or new Bylaws may be adopted, by a two-thirds majority vote of the Corporation's directors then in office.

ARTICLE XI DISSOLUTION

Upon the dissolution or winding up of the Corporation, the assets of the Corporation shall, pursuant to the provisions of the Act, be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, for one or more exempt purposes within the meaning of Code §501(c)(3), or the corresponding section of any future federal tax code, or shall be distributed to a similar such entity qualified under Code §501(c)(3), or a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes (or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine).

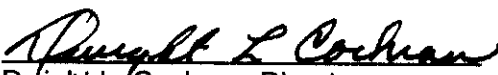
IN WITNESS WHEREOF, on the 19th day of November, 2004, the undersigned members of the Board of Directors of the Corporation hereby approve the Amended and Restated Articles of Incorporation set forth above.



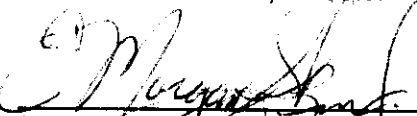
Kay Beck, Director




Lorene W. Roberts, Director




Dwight L. Cochran, Director



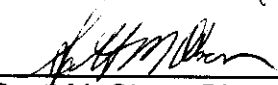
Morgan E. Skinner, Jr., Director



Steven J. Murdock, Director



Paul D. Underwood, Director



Scott M. Olson, Director

CERTIFICATE

I, the undersigned, do hereby certify that:

1. I am the Secretary of OREGON TRAIL CENTER, INC., an Idaho nonprofit corporation (the "Corporation"); and
2. The foregoing Amended and Restated Articles of Incorporation, consisting of four (4) pages, constitute the Articles of Incorporation of said Corporation as duly adopted on the date hereinafter set forth.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 19th day of November, 2004.

OREGON TRAIL CENTER, INC.



Kay Beck, its Secretary