

State of Idaho

Department of State

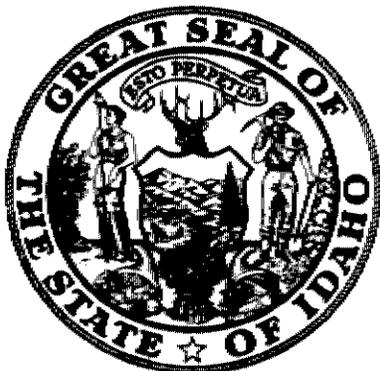
CERTIFICATE OF INCORPORATION OF

JUNIPER MOUNTAIN OUTFITTERS, 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: November 17, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

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ARTICLES OF INCORPORATION
OF
JUNIPER MOUNTAIN OUTFITTERS, INC.

KNOW ALL PERSONS BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I.

The name of the corporation shall be JUNIPER MOUNTAIN OUTFITTERS, INC.

ARTICLE II.

The purposes for which said corporation is formed are:

A. To engage in general business and to provide a service for persons who wish to participate in trail rides, camping trips, hunting trips, fishing trips and all types of outdoor activities related thereto.

B. To acquire by purchase or lease, or otherwise, real property and interests in real property, and to own, hold, improve, develop and manage any real property so acquired and to erect or cause to be erected on any real property owned, leased, held, or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, repair or improve any buildings or other structures now or hereafter erected on any real property so owned, leased, held or occupied, and to mortgage, sell, lease or otherwise dispose of

1 any real property or interests in real property and in buildings
2 or other structures at any time owned or held by the corpo-
3 ration.

4 C. To buy, sell or lease animals necessary to said
5 business and to sell or lease the same to others.

6 D. To receive, acquire, hold, purchase, dispose of,
7 convey, mortgage and lease personal property; to dispose of,
8 sell, lease and assign, transfer, mortgage or convey any rights,
9 privileges, franchises, or other personal property of the
10 corporation other than its franchise of being a corporation, and
11 to acquire, purchase, guarantee, hold, mortgage, own, vote,
12 sell, pledge or otherwise dispose of and deal in shares of
13 stock, or bonds, securities and debentures and other evidences
14 of indebtedness of other corporations, domestic or foreign, and
15 within or without the United States of America.

16 E. To cause to be formed, merged or reorganized or
17 liquidated, and to promote, take charge of and aid in any way
18 permitted by law, the formation, merger, reorganization or
19 liquidation of any corporation, association or entity, domestic
20 or foreign, either within or without the United States of
21 America.

22 F. To generally engage in the business of buying,
23 selling, or otherwise dealing in notes, open accounts or other
24 similar evidences of debt, and any and all other forms of real,
25 personal or mixed property choses in action; to receive and
26 accept transfers, pledges, mortgages and conditional sales
contracts and to deal with the same as owner, lender, assignee,

1 factor, or otherwise as a means of security or of recovering
2 money or property advanced, invested or loaned; to conduct
3 investigations and credit or business researches; and to repos-
4 sess by legal process or otherwise for the enforcement of any
5 property rights, liens, or interest in property.

6 G. To borrow money and otherwise incur indebtedness
7 without limit as to amount, and to draw, make, accept, endorse,
8 transfer, assign, guarantee, execute and issue loans, debentures,
9 notes, checks, drafts, bills of exchange, negotiable
10 instruments, and all other instruments for the payment of money,
11 negotiable or nonnegotiable, and whether secured or unsecured.

12 H. To conduct business in this state, other states,
13 District of Columbia, territories or colonies of the United
14 States and in foreign countries, and to have one or more offices
15 and places of business out of this state, and to acquire,
16 receive, purchase, lease, mortgage, dispose of and convey real
17 or personal property situated therein.

18 I. To acquire the good will, rights and property, and
19 the whole or any part of the assets, tangible or intangible, and
20 to undertake or in any way assume the liabilities of any person,
21 firm, association or organization; to pay for the good will,
22 rights, property and assets in cash, the stock of this corpo-
23 ration or bonds of this corporation or otherwise, or by under-
24 taking the whole or any part of the liabilities of the transfer-
25 ror; to hold or in any manner to dispose of the whole or any
26 part of the property so acquired; and to conduct in any lawful
manner the whole or any part of any business so acquired, and to

1 exercise all powers necessary or convenient in the conduct and
2 management of such business.

3 J. To apply for, purchase, register or in any manner
4 to acquire, and hold, own, use, operate and introduce, and to
5 sell, lease, assign, pledge or in any manner dispose of, and in
6 any manner deal with patents, patent rights, licenses, copy-
7 rights, trademarks, trade names, and to acquire, own, use or in
8 any manner dispose of any and all inventions, improvements,
9 processes, labels, designs, brands or other right, and to work,
10 operate or develop the same, and to carry on any business,
11 manufacturing or otherwise, which may directly or indirectly
12 promote these objects or any of them.

13 K. To purchase, insofar as the same may be done
14 without impairing the capital of the corporation, except as
15 otherwise permitted by law, and to hold, pledge and reissue
16 shares of its own capital stock; provided that such stock, while
17 so acquired and held, shall not be entitled to vote nor to
18 receive dividends.

19 L. To guarantee the performance of contracts, agree-
20 ments, undertakings, obligations, promises or duties of contrac-
21 tors, subcontractors or other persons.

22 M. To have, exercise and enjoy all of the powers now
23 or hereafter granted to corporations organized under the laws of
24 the State of Idaho, and particularly all of the powers and
25 privileges granted to corporations by Chapter 1 of Title 30 of
26 the Idaho Code, and any present and future amendments thereto,
and to do any act or thing necessary or convenient for the

1 transaction of the aforementioned business purposes and the
2 carrying into effect of any and all of the aforesaid objects and
3 purposes.

4 N. To enter into contracts or obligations of any type
5 or kind essential, necessary, convenient or proper to the
6 transaction of its ordinary business affairs, or for any of the
7 objects and purposes of the corporation. To appoint agents,
8 subagents and salesmen, and to enter into all necessary con-
9 tracts with agents, subagents, salesmen and dealers.

10 O. All of the foregoing provisions of this Article II
11 are to be construed both as objects and powers, and it is hereby
12 expressly provided that the enumeration herein of specific
13 objects and powers shall not be held to limit or restrict in any
14 manner the general powers of the corporation; provided, however,
15 that nothing herein contained shall be deemed to authorize or
16 permit the corporation to carry on any business or to exercise
17 any power or to do any act which corporations formed under the
18 laws of the State of Idaho may not carry on or do at the time.
19 It is the intention that the purposes, objects and powers
20 specified in each of the paragraphs of this Article II of these
21 Articles of Incorporation shall, except as otherwise provided,
22 in no wise be limited or restricted by reference or inference
23 from the terms of any other clause or paragraph in this Article,
24 or of any other provision of these Articles of Incorporation.

25 ARTICLE III.

26 The corporation shall have perpetual existence.

ARTICLE IV.

1 The location and post office address of the corpo-
2 ration's registered office and primary office of business shall
3 be Route 3, Box 50, Caldwell, Idaho 83605. The registered agent
4 shall be Stanley P. Meholchick, Route 3, Box 50, Caldwell,
5 Idaho, 83605. The initial directors shall be:

6 President: Stanley P. Meholchick

7 Secretary-Treasurer: George J. Meholchick

8 ARTICLE V.

9 The amount of capital stock of this corporation shall
10 be five thousand (5,000) shares of \$20.00 par value common
11 stock.

12 ARTICLE VI.

13 The names and post office addresses of the incor-
14 porators are as follows:

15 <u>Name</u>	<u>Post Office Address</u>
16 Stanley P. Meholchick	Route 3, Box 50 Caldwell, Idaho 83605
17 George J. Meholchick	Route 3, Box 50 Caldwell, Idaho 83605

18 ARTICLE VII.

19 The Board of Directors shall consist of two directors, but
20 during their term of office, or thereafter, the number of
21 directors may be increased or decreased from time to time as may
22 be provided by the By-Laws; provided, however, that the number
23 of directors constituting the Board of Directors shall not be
24 less than one nor more than five.
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ARTICLE VIII.

The Board of Directors, by a majority vote, shall have the power to adopt By-Laws and to repeal and amend By-Laws.

ARTICLE IX.

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 other corporation is owned by the corporation, and no act of the corporation, shall be in any way 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 such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporators of said corporation have hereunto set their hands and seals this 4th day

