

**FILED/EFFECTIVE**

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**ARTICLES OF INCORPORATION**

State of Idaho

**OF**

**Adventure City, Inc.**

IDaho SECRETARY OF STATE

03/17/2000 09:00  
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THE UNDERSIGNED person of lawful age and a citizen of the United States, for the purposes of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) does hereby certify as follows:

**ARTICLE I.**

**Name**

The name of the corporation shall be Adventure City, Inc.

**ARTICLE II.**

**Principal Office**

The principal place of business of the corporation in Idaho shall be 3388 Wedgewood Loop, Coeur d'Alene, ID 83815. The Board of Directors may from time to time, by resolution, change the location of the principal place of business in Idaho. The corporation may also maintain an office or offices at such other place or places, either within or without the State of Idaho, as may be resolved, from time to time: by the Board of Directors.

**ARTICLE III**

**Purposes**

The purposes for which the corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**ARTICLE IV**

**Capital Stock**

Section 1. Authorized shares. The corporation shall be authorized to issue one thousand (1,000) shares of common stock with \$1.00 par value.

Section 2. Consideration for Shares. The common stock authorized by Section I of this article shall be issued for such consideration as shall be fixed, from time to time, by the Board of Directors.

Section 3. Assessment of Stock. The capital stock of the corporation, after the subscription price has been fully paid, shall not be assessable for any purpose, and no stock issued as fully paid shall ever be assessable or assessed. The holders of such stock shall not be individually responsible for the debts, contracts, or liabilities of the corporation and shall not be liable for assessments to restore impairments in the capital of the corporation.

Section 4. Preemptive Rights. The shareholders shall have all such preemptive rights as may be permitted by the laws of the State of Idaho.

Section 5. Cumulative Voting for Directors. No stockholder of the corporation shall be entitled to cumulative voting of his shares for the election of directors.

#### **ARTICLE V. Directors and Officers**

Section 1. Number of Directors. The members of the governing board of the corporation shall be styled as Directors. The number of directors may be changed from time to time in such manner as shall be provided in the bylaws of the corporation.

Section 2. Initial Directors. The names and addresses of the initial directors constituting the initial Board of Directors, which shall be two in number, are:

Jack M. Robertson  
E. 1130 Grand Tour Dr.  
Hayden, ID 83835

Richard W. Knapp  
3388 Wedgewood Loop  
Coeur d'Alene, ID 83815

Section 3. Limited Liability of Directors and Officers. The personal liability of the officers, directors, and shareholders shall be limited to the maximum extent permitted pursuant to the Idaho Business Corporations Act.

Section 4. Indemnification and Payment of Expenses. The corporation shall, to the extent and in any manner permitted by the laws of the State of Idaho, indemnify from

liability and advance the expenses of, as they are incurred, the corporation's directors, officers, or employees while serving at the request of the corporation as a director, officer or employee of this or any other enterprise in the defense of their acts or omissions occurring while serving in such capacity, except as such liability be found to be as the result of gross negligence.

Section 5. Repeal and Conflicts. Any repeal or modification of Sections 3 or 4 of this Article which shall be approved by the stockholders of the corporation shall be prospective only. In the event of any conflict between Sections 3 or 4 of this Article and any other Article of the corporation's Articles of Incorporation, the terms and provisions of Sections 3 or 4 of this Article shall prevail.

#### **ARTICLE VI.**

##### **Term**

The corporation shall have perpetual existence.

#### **ARTICLE VII.**

##### **Incorporator**

The name and address of the Incorporator is:

Richard W. Knapp  
3388 Wedgewood Loop  
Coeur d'Alene, ID 83815

#### **ARTICLE VIII.**

##### **Registered Agent**

The initial registered office of the corporation shall be:

3388 Wedgewood Loop  
Coeur d'Alene, ID 83815

The initial registered agent of the corporation at such address shall be:

Richard W. Knapp

IN WITNESS WHEREOF, I have hereto set my hand this 13th day of March, 2000,

  
\_\_\_\_\_  
Richard W. Knapp, Incorporator