

C# 91061



**CERTIFICATE OF INCORPORATION
OF**

BARKER RIVER TRIPS, 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: **December 29, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Ernest M. Zabala

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION
OF
BARKER RIVER TRIPS, INC.

89 DEC 29 PM 12:26
The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation as follows:

ARTICLE I

The name of the corporation is BARKER RIVER TRIPS, INC.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The purposes and objects for which this corporation is formed are as follows:

To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including, but not limited to, outfitting and guiding river trips and such other activities as allowed by the Idaho Outfitters and Guides Licensing Board, and to also conduct said business in the States of Washington and Oregon.

ARTICLE IV

The Corporation shall have authority to issue One Thousand (1,000) shares of stock, which will consist of Five Hundred (500) shares of Class A Stock, being voting shares, and Five Hundred (500) shares of Class B stock, being non-voting shares. All shares shall have One Dollar (\$1.00) par value.

ARTICLE V

The address of the initial registered office of the corporation is 2124 Grelle, Lewiston, Idaho 83501, and the name of its initial registered agent at such address is John A.K. Barker.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is five (5) or such other number as shall be established by the By-laws of this corporation, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
JOHN A.K. BARKER	2124 Grelle Lewiston, ID 83501
MARYE' K. BARKER	2124 Grelle Lewiston, ID 83501
JON A.K. BARKER	2124 Grelle Lewiston, ID 83501
JACQUES P.E. BARKER	2124 Grelle Lewiston, ID 83501
DEVON S.D. BARKER	2124 Grelle Lewiston, ID 83501

ARTICLE VII

The name and address of each incorporator is:

NAME	ADDRESS
JOHN A.K. BARKER	2124 Grelle Lewiston, ID 83501

ARTICLE VIII

No common stock of this corporation shall be transferred on the books of the corporation to anyone not a stockholder or an heir of a stockholder, without the written consent of all common stockholders, unless the common stock shall first be offered for sale to the corporation and secondly to each of the other common stockholders of this corporation at a price and by a method to be determined by the rules and procedures outlined in the By-laws of this corporation or, if not so outlined, for the fair market value of such stock. The By-laws of this corporation shall further prescribe the rules and regulations as to the formalities and procedures to be followed in effecting the transfer of common stock to anyone other than a common stockholder. On the face of each and every certificate of stock issued by this corporation shall be printed a notice as follows: "The transferability of this stock is limited and subject to specific provisions in the Articles of Incorporation of this Corporation."

ARTICLE IX

The directors shall have the power to make and to alter or amend the By-Laws, to fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens without limit as to the amount upon the property and franchise of this corporation.

ARTICLE X

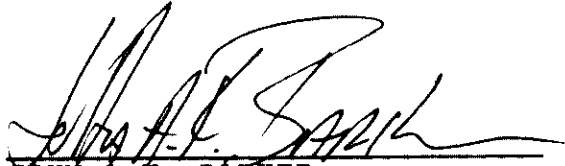
The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE XI

The method and manner of holding directors' meetings and stockholders' meetings, and the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the By-Laws of this corporation and by the Laws of the State of Idaho.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, and restating the Articles of Incorporation do make, file, and record this certificate and do hereby certify that the facts herein stated are true; and I have accordingly hereunto set my hand hereto.

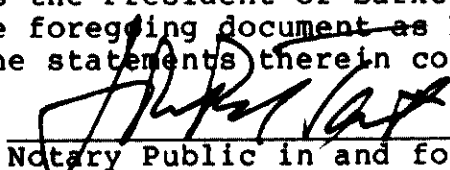
DATED at Lewiston, Idaho, on this 28 day of December, 1989.


JOHN A.K. BARKER
President

STATE OF IDAHO)
 : ss.
County of Nez Perce)

I, John Reed Tait, a notary public, do hereby certify that on this 28 day of December, 1989, personally appeared before me John A.K. Barker, who being by me first duly sworn, declared that he is the President of Barker River Trips, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(SEAL)


Notary Public in and for the
State of Idaho, residing at
Lewiston, therein.
My Commission Expires: 10/28/92