

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF**

Bald Eagle Ropeway Group, INC.

2013 JAN 16 PM 4:42
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certifies and adopts the following Articles of Incorporation:

**ARTICLE I.
NAME**

The name of this corporation shall be, Bald Eagle Ropeway Group Inc.

**ARTICLE II.
SHARES**

The total authorized number of shares of this corporation is 2112 shares without par value,

**ARTICLE III.
REGISTERED AGENT**

The address of the initial registered office of the corporation shall be 1301 S Grant Ave Boise Idaho 83706 and the initial registered agent at such address shall be Thomas J Griffin

**ARTICLE IV.
SHARE RIGHTS**

The shareholders of this corporation shall have the right of first refusal to acquire additional shares issued by this corporation.

**ARTICLE V.
NO CUMULATIVE VOTING**

At each election for directors, each shareholder is entitled to vote at such election, has the right to vote in person or by proxy the number of shares of stock held by him or her for each director position to be elected. No cumulative voting for directors shall be permitted.

**ARTICLE VI.
BOARD OF DIRECTORS**

The number of directors of this corporation shall be fixed by or in the manner provided in the Bylaws of this corporation. The initial board of directors shall consist of three directors.

The name and address of the directors constituting the initial directors will be included upon election of the directors at the first shareholder meeting.

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The initial board of directors shall serve until the first annual meeting of shareholders, or until successors shall be elected and qualified.

ARTICLE VII. LIMITATION OF DIRECTOR LIABILITY

Except to the extent otherwise required by applicable law (as it exists on the effective date of this article or may be amended from time to time), no present or future director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for any conduct as a director occurring after the effective date of this article. No amendment to or repeal of this section shall adversely affect any right of protection or a director of the corporation with respect to any acts or omissions of such director occurring after the date of the adoption of this article and prior to such amendment or repeal of this section.

ARTICLE VIII. INDEMNIFICATION

1. Indemnification of Directors and of Officers, employees, and Agents Who are or Were Also Directors. The corporation shall indemnify any individual (whether or not also an officer, employee, or agent of the corporation) made a party to a proceeding because the individual is or was a director of the corporation to the full extent allowed by applicable law as presently in effect and as hereafter amended.

2. Indemnification of Officers, Employees, and Agents Who Are or Were Directors. By means of a bylaw, a general or specific resolution of the board of directors, or as a contract specifically approved by the board of directors, the corporation may indemnify an officer, employee, or agent, who is not entitled to indemnification under this article, to such degree as the board of directors determines to be reasonable and appropriate, and consistent with applicable law and to be in the best interests of the corporation. This paragraph shall not limit any entitlement of an officer, employee, or agent to mandatory or court-ordered indemnification under any applicable law as presently in effect and as hereafter amended.

3. Notice. Any indemnification of a director in accordance with this article shall be reported to the board of directors (and to the shareholders to the extent required by applicable law) in a written report describing the proceedings and the nature and extent of such indemnification.

4. Advances. Reasonable expenses incurred by a director or officer (whether or not the officer is also a director), who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the corporation or at the request of the corporation in another corporation or business entity, shall be advanced by the corporation to the full extent allowed by the law in effect at the time of the particular advancement; provided that the director or officer shall first promise in a writing delivered to the corporation to repay all amounts advanced by the corporation in the event that it is later determined that such director or officer is not entitled to be so indemnified and provided further that the director or officer shall first represent in a writing delivered to the corporation that such director or officer honestly believes that he or she has met the standards of conduct which would make the requested advancement of expenses consistent with the law in effect at the time that the advancement is requested. Reasonable expenses incurred by an employee or agent who is not also a director or

officer of the corporation but who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the corporation or at the request of the corporation in another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise may be, but is not required to be, advanced by the corporation prior to the final disposition of such proceeding to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, that the corporation shall not advance any such funds unless the employee or agent first promises in a writing delivered to the corporation to repay all amounts advanced by the corporation in the event that it is later determined that such employee or agent acted intentionally in a manner which such employee or agent knew or should have known was criminal or contrary to the best interests of the corporation.

5. **Insurance.** The corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee or agent of the corporation or is serving at the request of consent of the corporation as a director, partner, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability incurred by such person as a direct or indirect result of such person's status, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this article. In addition, the corporation in furtherance of the provisions of this article and may create a trust fund, grant a security interest, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary or desirable to effect the indemnification and advances contemplated in this article.
6. **Designation of Counsel.** The board of directors of the corporation shall have the right to designate the counsel who shall defend any person who may be entitled to indemnification, to approve any settlement, and to approve in advance any expense.
7. **Consistency With Applicable Law; Survival of Benefits.** The right to indemnification and limitation of liability conferred by this article shall be interpreted to conform with, and shall not create any right that is inconsistent with, applicable law as presently in effect and as hereafter amended. To the full extent allowed by applicable law, as presently in effect and as hereafter amended, the right to indemnification and limitation of liability conferred by this article shall continue as to a person who has ceased to be a director and shall inure to the benefit of the estate, heirs, executors, and administrators of a director.
8. **Nonexclusivity of Rights.** The rights conferred in this article shall not be exclusive of any other rights which any person may have or acquire under any applicable law as presently in effect and as hereafter amended, the Articles of Incorporation, the Bylaws of the corporation, a vote of the board of directors, or the shareholders of the corporation, or otherwise. Without limiting the generality of the preceding sentence, this section shall specifically not limit the ability of the corporation to reimburse expenses incurred by an individual in connection with his or her appearance as a witness in his or her official capacity when he or she has not been made a named defendant or respondent in the proceedings.
9. **Definitions.** Except where their context requires otherwise, the terms "director," "expenses," "official capacity," "party," and "proceeding" shall have the meanings given

by the laws as presently in effect and as amended from time to time of the state of Washington relating to corporate indemnification.

ARTICLE IX. AMENDMENTS TO BYLAWS

The board of directors shall have the power to adopt, alter, amend, and repeal the initial Bylaws (and all successive Bylaws) of this corporation. However, any such Bylaws, or any alteration, amendment, or repeal of any such Bylaws, may be changed or repealed at any duly convened shareholders' meeting by the holders of a majority of the shares entitled to vote at that shareholders' meeting, provided however that no such action by the shareholders shall be effective retroactively or be deemed to void any action on behalf of this corporation in good faith reliance on the Bylaws as they exist on the date of such action.

ARTICLE X. ACTION WITHOUT A MEETING

1. **(a) Action.** Action required or permitted to be taken at a shareholders' meeting may be taken without a meeting or a vote if either (i) the action is taken by all shareholders entitled to a vote on the action, or (ii) so long as the corporation is not a public company, the action is taken by shareholders of record or otherwise entitled to vote in the aggregate not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted.

(b) Consent in Writing. The taking of an action by shareholders without a meeting or a vote shall be evidenced by one or more written consents describing the action taken, signed by shareholders of record or otherwise entitled to vote in aggregate not less than the minimum number of votes that would be necessary in order to take such action by written consent under (a)(i) or (ii) of this article, and delivered to the corporation for inclusion in minutes or filing with the corporate records.

2. **Record Date.** The record date for determining shareholders entitled to take action within a meeting is the record date established by the bylaws, as they may be amended from time to time, or the event the bylaws do not establish a record date, the date on which the first shareholders consent is signed. Every consent shall bear the date of signature of each shareholder who signs the consent. In order to be effective, such consent must be delivered to the corporation within sixty days of the earliest dated consent.

3. **Withdrawal of Consent.** A shareholder may withdraw consent only by delivering written notice of withdrawal to the corporation prior to the time when consents sufficient to authorize taking action have been delivered to the corporation.

4. **Effective Date.** Unless the written consent specifies a later effective date, action taken under this section is effective when; (a) consents sufficient to authorize taking the action have been delivered to the corporation; and (b) the period of advance notice required by these articles of incorporation to be given to any nonconsenting shareholders has been satisfied.

5. **(a) Notice before Action.** Written notice of the proposed action to be taken without a meeting shall be provided by the secretary to each shareholder of record or otherwise entitled to vote at his or her address as the same appears on the stock book of the corporation, not less than three (3) days prior to the date of the taking of such action; provided, however, that the failure or

omission of the secretary to provide such notice shall not render invalid any action taken by the shareholders which, except for the rendering of such notice, would otherwise comply with the provisions of this section or applicable state law. Should the form or timing of notice required under RCW 23.07.040 or any other applicable statute change, the form and timing of notice required under this section shall change as required to remain in compliance with all applicable law.

(b) **Notice after Action.** Notice of the taking of action by shareholders without a meeting by less than unanimous written consent of all shareholders entitled to vote on the action shall be given before the date on which the action becomes effective, to those shareholders entitled to vote on the action who have not consented in writing, and, where required by chapter 23B RCW, and to the extent the corporation has nonvoting shares, to all nonvoting shareholders.

© **Form of Notice.** Except as otherwise provided in these articles, notice under this article shall be provided in accordance with the provisions of the bylaws.

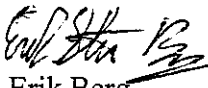
(d) **Additional Notice.** In the case of an action of a type that would constitute a significant business transaction under RCW 23B.19.020(15), the additional requirements of RCW 23B.307.040(6) shall apply to notices by the corporation to its shareholders.

ARTICLE XI. AMENDMENTS TO ARTICLES OF INCORPORATION

The corporation reserves the right to alter, amend, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all powers conferred on the shareholders in these Articles of Incorporation are granted subject to this reservation. No provision in these Articles of Incorporation (including, without limitation, the provisions relating to management, control, capital structure, entitlements to dividends, or the purpose or duration of the corporation) create vested property rights in the shareholders.

ARTICLE XII. INCORPORATOR

The name and address of the incorporator of this corporation is:


Erik Berg
1301 S Grant Ave
Boise Idaho 83706