

State of Idaho

Department of State.

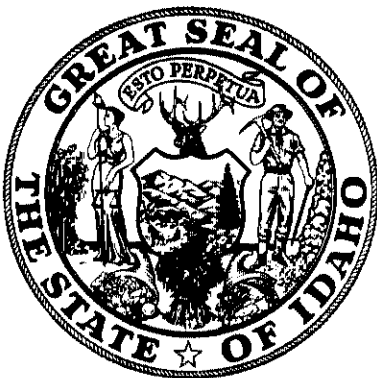
CERTIFICATE OF INCORPORATION OF

MAURICE HORNOCKER CONSULTING, 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 26, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

ARTICLES OF INCORPORATION

OF

MAURICE HORNOCKER CONSULTING, INC.

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KNOW ALL MEN BY THESE PRESENTS that I, the undersigned, a citizen of the United States, and being of legal age, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, do hereby certify as follows:

ARTICLE I

The name of this corporation shall be:

MAURICE HORNOCKER CONSULTING, INC.

ARTICLE II

The objects and purposes for which this corporation is founded are:

1. To transact the business of environmental research and education; emphasis on wildlife, wilderness, wetlands, research and training; the transaction of any or all lawful business connected with said purposes.

ARTICLE III

1. Shares of stock in this corporation shall not be transferred or sold until such sale or transfer shall have been reported to the director and approved by him in writing, prior to any such transfer or sale.

2. Any holder of common stock, if desirous of selling or transferring all or any of his shares of common stock, and the executor, administrator, heirs, or personal representative of any deceased holder of common stock, if desirous of selling or transferring all or any of such shares belonging to the estate of such deceased, and the purchaser of any share or shares of common stock, sold on execution or at any judicial sale, if desirous of selling or transferring any such share or shares and the pledgee of any share or shares of common stock, before bringing any suit, action or proceedings or doing any act to foreclose his pledge, shall first deliver to the Director, President or Treasurer of the corporation written notice of such desire to sell or transfer, or of intention to foreclose, designating the number of such shares to be sold, transferred or foreclosed, as the case may be, and the number of the certificate or certificates therefor.

In the event the value of the stock has been duly determined by an independent accountant or like bookkeeper pursuant to an annual accounting, then the last such valuation shall be the method of determining value of the stock for all purposes herein mentioned. The "last such valuation" shall be for the current year or the last preceding annual valuation, whichever is the latest valuation. In the event there has been no valuation established as aforesaid, the following procedure shall be followed in determining the

value of the stock: The party desirous of selling or transferring all or any such shares of common stock, as described above, shall provide to the Board of Directors the name and residence address of a person who shall act as an appraiser. The President, Treasurer, or Director of the corporation shall within ten days after the delivery of such notice select another appraiser and give written notice of his name and residence address to the person desirous of making such sale, transfer or foreclosure, and to the appraiser appointed by him; the two appraisers so selected shall, within a reasonable time after the giving of the last named notice, select a third appraiser who shall be experienced in accounting or banking or corporation law, and who shall reside in Southwestern Idaho; and they shall at once notify both parties in writing of the name and residence address of the third appraiser.

The three appraisers so selected shall, within fifteen days after the selection of the third appraiser, appraise such share or shares proposed to be sold, transferred or foreclosed and the majority of them shall determine the value of the stock as at the time of such appraisal and shall forthwith give written notice of their determination to both parties. Each party shall pay the expenses and fees of the appraiser selected by him or it, and one-half of the expenses and fees of the third appraiser.

The Directors of said corporation shall thereupon have the option, for thirty days after receipt by the corporation of written notice of the determination of the appraisers, of purchasing such share or shares for the corporation at the appraised value. Payment for such share or shares may be made by the Board by depositing the said appraised value to the credit of such shareholder, executor, administrator, representative, grantee, assignee, or pledgee, as the case may be, in a reputable bank at Hailey, Idaho, to be paid to such person by said bank upon the surrender of the certificate or certificates for said share or shares of common stock properly endorsed; the Board shall give written notice of such deposit to the seller; or the stock may be paid for in installments as hereinafter set out.

The Directors shall not be obliged to purchase any share or shares of common stock at the appraised value aforesaid unless it shall think fit; but if it shall not, within the last named thirty days, purchase and pay for the said share or shares as herein authorized, such shareholder, executor, administrator, personal representative, grantee, assignee or pledgee shall be at liberty to sell said shares or share to any person whomsoever.

The Board of Directors and the person desiring to sell or foreclose may waive the foregoing requirement as to appraisal and may mutually agree upon the value of any share or shares of common stock to be sold and the method of payment.

A properly executed "buy-sell" agreement shall be honored as setting the appraised value for purposes of buy and sell, and such agreement shall supersede and override any other appraisal procedure herein mentioned.

Failure of the Board to purchase any share of common stock so appraised and the sale or transfer of said share or shares to any other person, shall not, as to any future sale or transfer of said share or shares, or of any

share or shares issued in lieu thereof, discharge any such share or shares of common stock from any of the restrictions herein contained; it being the intent that all restrictions hereby imposed upon the sale or transfer of shares of common stock shall apply to all shares of common stock, whensoever, howsoever, or by whomsoever acquired, in the hands of all holders or owners, whether original shareholders or subsequent purchasers or transferees, and whether acquired through the voluntary or involuntary act of a shareholder or by operation of law, and whether a part of the first authorized issue or of any subsequent or increased issue.

The directors shall have the power and it shall be their duty to sell and dispose of the shares which may be transferred, as aforesaid, to the corporation at such price and for such consideration as they, in their discretion, shall decide, whenever in their judgment, it can be done with safety and advantage to the close corporation and in all sales made by the Directors under any of the aforesaid provisions, it shall be their duty to sell the shares to such persons as shall appear together from their situation and character most likely to promote confidence in the stability of the close corporation.

In the event the option to buy is not exercised by the Board, individual stockholders of the corporation shall have the first right to buy on the same terms and conditions as herein stated, and within the same time limitations.

In the event the option to buy is exercised as herein stated, by either the Board of Directors or an individual stockholder, the purchaser shall have the option to pay in cash as above stated, or to pay in equal annual installments over a period of ten (10) years, or to pay twenty-five (25) per cent down, as cash payment, and the balance in ten (10) equal annual installments, and in the event either of the last two alternative options is exercised, then principal balances shall accrue interest computed at the annual rate then being charged by reputable lending institutions in the area, with the privilege to pay any additional sum without penalty.

ARTICLE IV

Without in any particular limiting any of the objects and powers of this corporation, it is hereby expressly declared and provided that the corporation shall have power to issue bonds and other obligations in payment for property purchased or acquired by it or for any other object in or about its business, to mortgage or pledge any stock, bonds, or other obligations, or any property which may be acquired by it, to secure any bonds or other obligations by it issued or incurred; to guarantee any dividend or bonds or contracts or other obligations; to make and perform contracts of any kind and description; and in carrying on its business, or for the purpose of attaining or furthering any of its objects, to do any and all other acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The corporation has authority to issue 1000 shares, all of one class, \$1.00 par value. Restrictions on sale or transfer of stock and rights of redemption are as stated in this Articles of Incorporation.

ARTICLE VII

The address of the corporation's initial registered office is 217 Broadford Highlands, Hailey, Idaho 83333. The name of its initial registered agent at such address is Maurice Hornocker.

ARTICLE VIII

The name and address of the incorporator and initial incorporating Director is Maurice Hornocker, P.O. Box 2258, Hailey, Idaho 83333.

ARTICLE IX

The Board of Directors shall consist of no less than one member, and he shall perform such duties and have such powers as shall be prescribed by the by-laws and pertinent laws; including, but not limited to, the power to repeal and amend by-laws and adopt new by-laws. The general officers of said corporation, their qualifications and manner of election shall be prescribed by the by-laws, and shall also be governed by Idaho law pertaining thereto.

ARTICLE X

The corporation reserves the right to amend, alter, or repeal any provision contained in these articles in the manner now or hereinafter prescribed by the statutes of Idaho.

ARTICLE XI

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessments for the purposes of paying expenses, conducting business, or paying debts of the corporation.

ARTICLE XII

The stockholders and organizers of this corporation plan and hereby adopt and elect to issue the corporate stock pursuant to Section 122, Internal Revenue Code, or pertinent amendments thereof. The period of offering the "1244" stock shall be from the date of incorporation to no later than two years from said date of incorporation. This is a small business corporation; there has been no offering of stock prior to adoption of the "1244" stock plan; the stock must be issued for money or other property, not including stock or securities, except as permitted by the Internal Revenue Code under Sec. 1244 and related sections of the Internal Revenue Code. The amount of stock to be issued under this plan plus the

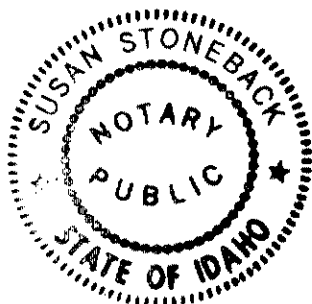
aggregate amount of money or other property received by it for its stock as a contribution to capital or as paid in surplus, shall not exceed \$1,000,000.00. In addition, the aggregate amount of stock which may be issued under said plan plus the equity capital of the corporation, does not exceed \$1,000,000.00 on this date of adoption of said plan. The statements made in this paragraph are to adopt said plan and to qualify for "1244" stock. The authorized capital stock of this corporation shall be governed and limited by other specific articles contained herein, pursuant to Idaho law. Such authorization for "1244" stock shall expire no later than two years from the date this corporation is duly issued a corporate license.

IN WITNESS WHEREOF, I, the incorporator, and named herein as the first Director, have hereunto set my hand and seal, this 23 day of November, 1990.

Maurice G. Hornocker

STATE OF IDAHO,)
County of Blaine) ss.

On this 23RD day of November, 1990, before me, the undersigned, a Notary Public in and for said County and State, personally appeared MAURICE HORNOCKER, known to me or having been proven to me to be the person whose name is subscribed to the foregoing Articles of Incorporation and acknowledged to me that he executed the same as the incorporating director.



Susan M. Stoneback
Notary Public for State of Idaho;
Residing at Hailey, Idaho.