

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PACIFIC FAR WEST TRAVEL, INC.

File number C 112748

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 22, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Seibe*

Nov 22 8 29 AM '95

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

PACIFIC FAR WEST TRAVEL, INC.

The undersigned incorporators desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation is **PACIFIC FAR WEST TRAVEL, INC.**

ARTICLE 2

PURPOSE

The purpose of the corporation is to carry on the business of a travel agency with all of its ramifications; to render professional and technical services in connection therewith; and to engage in such other activities as are incidental to or connected with the operation of such business. The corporation may also purchase, own, lease or sell real and personal property; enter into leases as landlord or tenant; enter into contracts for any lawful purposes for carrying on the business of a travel agency; or to engage in any and all business, acts or things necessary, proper, or convenient for or incidental to the carrying out of the powers or purposes herein mentioned.

ARTICLES OF INCORPORATION -1-

IDAHO SECRETARY OF STATE

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The corporation may also conduct business and otherwise carry out its purposes and exercise its powers in any state, territory, district or possession of the United States, or any foreign country, to the extent that these purposes and powers are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or powers that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States, or any foreign country.

ARTICLE 3

DURATION

The period of duration of the corporation is perpetual.

ARTICLE 4

REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office in the State of Idaho is 106 W. Superior Street, City of Sandpoint, County of Bonner, State of Idaho; and the name of its initial registered agent at such address is J. T. Diehl.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is Twenty Thousand (20,000). The total authorized number of shares shall be without par value. The stock of the corporation shall be divided into Ten Thousand (10,000) shares of common voting stock; and Ten Thousand (10,000) Shares of non-voting, preferred stock. There shall be one series of non-voting, preferred stock and the authority for determining additional rights and preferences relating to the

preferred stock shall be vested in the Board of Directors. Stock shall be issued and transferable only to natural persons who are not non-resident aliens.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Ronald E. Foster	111 Cedar Street Sandpoint, Idaho 83864
John E. Windju	216 N. First Avenue, Suite B Sandpoint, Idaho 83864

ARTICLE 7

INCORPORATORS

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Ronald E. Foster	111 Cedar Street Sandpoint, Idaho 83864
John E. Windju	216 N. First Avenue, Suite B Sandpoint, Idaho 83864

ARTICLE 8

RESTRICTIONS ON COMMON STOCK TRANSFER

No common stock shareholder shall pledge, mortgage, sell, or otherwise transfer all or any

portion of his capital stock unless it shall first be offered to the corporation at a price no greater than a bonafide offer by any third person, which offer shall be open to the corporation for a period of one hundred ninety (190) days. In the event any of the said stock is not purchased by the corporation during such period, it shall be offered to the remaining shareholders in the same proportion as their respective stock interests, for a like price and for a similar period of time. Should any of the remaining stockholders decline to purchase his proportionate share of said stock during such period, that share shall be offered to the then remaining shareholders for a like price and for a similar period of time. In the event that any of said stock is not purchased by the corporation or the shareholders, the remaining stock may then be sold by the shareholder at the price of the bonafide offer of the third person. Notice of this restriction shall appear on all stock certificates.

If the corporation or stockholders dispute the purchase price of a bonafide offer, the purchase price shall be determined by appraisal. The cost and expense of the appraisal shall be borne equally by the selling and purchasing parties. If the value as determined through an independent appraisal is not satisfactory to either the selling or the purchasing party, the value of the shares shall be determined by arbitration, as follows:

The purchasing party and the selling party shall each name an arbitrator. If the two arbitrators cannot agree on a value, they shall appoint a third arbitrator and a decision of the majority shall be binding upon all parties. Arbitration shall be in accordance with the rules of the American Arbitration Association, as such rules may be in effect at the time of arbitration, and as modified by the provisions of Idaho Code §7-901 et seq. The cost of arbitration shall be borne entirely by the party dissatisfied with the value as determined through independent appraisal.

The terms of payment of the purchase price shall be the terms agreed upon by the selling and purchasing parties, if an agreement can be reached. If the parties cannot agree, the purchase price shall be paid with twenty (20%) percent down in cash within ten (10) days of the determination of the value of the shares to be purchased, and the balance shall be evidenced by a Promissory Note signed by the purchasing party. The note shall bear interest at a rate equal to the Federal Housing Authority rate of interest at the time of sale, and shall provide for monthly payments of principal and interest over three years, commencing thirty (30) days after payment of the down-payment. The note shall provide that in the case of default, at the election of the holder, the entire sum of the principal and interest will be immediately due and payable, and for the payment by the maker of reasonable attorney's fees to the holder in the event suit is commenced because of any default.

The foregoing restrictions on common stock transfer may be altered or amended by the Board of Directors either by amending these Articles of Incorporation or by entering into a stock purchase agreement. Nothing contained in the foregoing Article 8 shall restrict in any way or in any manner the transferability of the preferred stock issued by the corporation.

ARTICLE 9

REGULATION OF INTERNAL AFFAIRS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with the corporate laws of the State of Idaho or these Articles of Incorporation.

EXECUTED in duplicate on this 20th day of November, 1995.

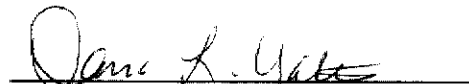

RONALD E. FOSTER


JOHN E. WINDJU

STATE OF IDAHO)
) ss.
County of Bonner)

On this 20th day of November, 1995, before me, a Notary Public in and for said State, personally appeared RONALD E. FOSTER and JOHN E. WINDJU, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year last above written.


NOTARY PUBLIC--State of Idaho
Residing at: Sandpoint
My Commission Expires: 8-5-98