

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

I, ~~ARNOLD WILLIAMS~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of **AMERICAN TRAVEL CLUB, INC.**

was filed in the office of the Secretary of State on the **Twenty-ninth** day
of **December** A.D. One Thousand Nine Hundred **Sixty-six** and
will be
/ duly recorded on ~~FILE NO.~~ **Microfilm** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
Perpetual existence from the date hereof, with its registered office in this State located at
Boise in the County of **Ada**

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **29th** day of **December**,
A.D., 19^{**66**}.

Secretary of State.

1 ARTICLES OF INCORPORATION
2 OF
3 AMERICAN TRAVEL CLUB, INC.
4

5
6 KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all
7 of whom are citizens and residents of the United States and over the age of
8 twenty-one years, do hereby make and execute the following Articles of
9 Incorporation for the purpose of forming a corporation under and pursuant to
10 the laws of the State of Idaho, and we do hereby certify:

11 ARTICLE I.

12 The name of this corporation shall be AMERICAN TRAVEL CLUB, INC.
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14 ARTICLE II.

15 Subject to the limitations and restrictions imposed by law the purposes
16 and object for which said corporation is formed are as follows:

17 (a) To organize, foster and promote the sale of memberships to a
18 select group of individuals and businesses.

19 (b) To foster, advise, counsel and generally assist members in buying,
20 selecting and choosing articles of merchandise of any and all kinds and in
21 general to conduct a personalized shopping service with the emphasis on
22 effecting substantial savings to members and associates.
23

24 (c) To promote, organize, plan and conduct for members and associates,
25 trips, tours and excursions by railroad, steamship, motor vehicle or aircraft
26 for individual members or groups of members to any part of the world, in-
27 cluding providing or procuring hotel accommodations for the comfort, convenience
28 and entertainment of individual members or groups of members with a view
29 toward effecting a substantial savings to members and associates.
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31 (d) To plan, originate, devise, print, publish, manufacture, sell, and
32 deal in booklets, magazines, folders, leaflets, guidebooks, maps, timetables,
display cards, signs, and display advertising for the promotion of travel; to

1 carry on the business of printers, lithographers, stationers, engravers,
2 designers, dealers in paper and all advertising devices, booksellers, publishers,
3 buyers and sellers of newspapers, magazines, and publications of all kinds,
4 and space therein; to carry on a general advertising brokerage business, and
5 an advertising agency in all its branches; to publish, display, and secure the
6 publication and display of advertisements and advertising matter of any and
7 every nature; and to act as principals and agents in the securing of trade and
8 customers for others.

10 (e) To formulate, originate, acquire, hold, own, develop, use, maintain,
11 sell, lease, hire, rent, or in any manner dispose of systems, plans, forms
12 or methods in any way relating to the development and promotion of industrial
13 and business pursuits of any and all kinds, and to carry on in any or all their
14 branches the business of publicity agents, business and advertising counselors,
15 accountants, appraisers and industrial engineers.

17 (f) To purchase, take or lease, or in exchange, hire or otherwise acquire
18 any real or personal property, rights or privileges, either within or without
19 the State of Idaho, suitable or convenient for any of the purposes of this business,
20 and to purchase, acquire, erect and construct, make improvements of, buildings
21 or machinery insofar as the same may be appurtenant to or useful for the con-
22 duct of the business as above specified, but only to the extent to which the
23 company may be authorized by the laws of the State of Idaho.

25 (g) To borrow money for the purposes of this corporation, to issue bonds,
26 notes and debentures and other evidence of indebtedness therefore and to
27 secure the same by mortgage or pledge of personal property, including the
28 income of said corporation, or by mortgage of real property, executed in
29 trust or otherwise. All or any portion of the real or personal property may
30 be so pledged, mortgaged or hypothecated.

32 (h) To enter into any contract, co-operative agreement or profit sharing

1 plan with its officers or employees that the corporation may deem advantageous
2 or expedient, or otherwise to reward or pay such persons for their services
3 as the directors may deem fit.

4 (i) To sue and be sued, appear, complain and defend in any court of law
5 or equity, or before any board, commission or tribunal.

6 (j) To have and use a corporate seal which may be altered by majority
7 vote of the board of directors.

8 (k) To receive, acquire, hold, purchase, dispose of, convey, mortgage,
9 and/or lease, real and personal property; to dispose of, sell, lease, assign,
10 transfer, mortgage and/or convey any rights, privileges, franchises, real or
11 personal property of the corporation, other than its franchise of being a
12 corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote,
13 sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities
14 and debentures and other evidences of indebtedness in other corporations,
15 domestic or foreign.

16 (l) To appoint such officers, employees and agents as the business of the
17 corporation may require and to allow them compensation.

18 (m) To make by-laws not inconsistent with any existing law for the manage-
19 ment of its business and property, the regulation and conduct of its affairs,
20 and the certification and transfer of its stock, and optionally to provide penalties
21 for the breach thereof not exceeding twenty dollars for any one offense.

22 (n) To issue shares and admit shareholders, and to sell their shares for
23 the payment of assessments or installments.

24 (o) To wind up and dissolve itself, or to be wound up and dissolved.

25 (p) To enter into contracts or obligations of any type or kind essential,
26 necessary or proper to the transaction of its ordinary affairs, or for the
27 purposes of the corporation.

28 (q) To conduct business in this State, other States, District of Columbia,
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1 territories and colonies of the United States and in foreign countries, and to
2 have one or more offices and places of business out of this State, and to acquire,
3 receive, hold, purchase, lease, mortgage, dispose of any/or convey real and
4 personal property situate out of this State.

5 (r) To carry on any other business, or to do anything in connection with
6 the objects and purposes above mentioned that may be necessary or proper
7 to accomplish successfully or promote said objects and purposes of this corpora-
8 tion. The foregoing clauses, by reason of specific enumeration of powers,
9 shall not be held to restrict the power of the corporation to do any of the things
10 within the purview of its general purposes.
11

12 ARTICLE III.

13 This corporation shall have perpetual existence.
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15 ARTICLE IV.

16 The location and post office address of this corporation
17 and its principal place of business shall be Boise, Ada County, Idaho.

18 ARTICLE V.

19 The total authorized capital stock of this corporation shall be Five
20 Thousand Dollars (\$5,000.00), divided into fifty shares of common stock of the
21 par value of One Hundred Dollars (\$100.00) each. Said capital stock shall be
22 paid in at such times and upon such conditions as the Board of Directors may
23 by resolution direct, either in cash, or by services rendered to the corporation,
24 or by real and personal property transferred to it. Shares of stock, when
25 issued in exchange for services or property pursuant to resolution by the
26 Board of Directors, shall thereupon become and be fully paid up the same as
27 though paid for in cash at par, and shall be non-assessable forever, and the
28 determination by the Board of Directors as to the value of any property or
29 services received by the corporation in exchange for stock shall be conclusive.
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ARTICLE VI.

The name and post office address of each of the incorporators hereof and the number of shares of common stock described in Article V herein subscribed by each are as follows:

NAME	ADDRESS	NUMBER
Ellen Moore	914 Wade Circle Boise, Idaho	<u>16 2/3</u> Shares
C. Mitchell	Route 1 Caldwell, Idaho	<u>16 2/3</u> Shares
W. Moore	914 Wade Circle Boise, Idaho	<u>16 2/3</u> Shares

ARTICLE VII.

At all meetings of stockholders of this corporation, every stockholder of record shall be entitled to one vote for every share of stock standing in his or her name on the books of this corporation. Cumulative voting of shares is hereby authorized.

ARTICLE VIII.

No common stock of this corporation shall be transferred on the books of the corporation to anyone not a stockholder without the written consent of all common stockholders unless the common stock shall be first offered for sale to the corporation first and secondly to each of the other common stockholders unless the common stock shall be first offered for sale to the corporation first and secondly to each of the other common stockholders of this corporation at a price to be determined by the rules and procedures outlined in the by-laws of this corporation. 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 the common stockholder.

ARTICLE IX.

The method and manner of holding directors' meetings and

ARTICLES OF INCORPORATION-5 PAS.

1 stockholders' meetings, the authority and duties of each of the officers of the
2 corporation, and all other matters for management and control of the corpor-
3 ation shall be determined by the by-laws of this corporation and by the laws of
4 the State of Idaho.

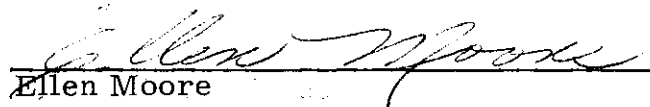
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6 ARTICLE X.

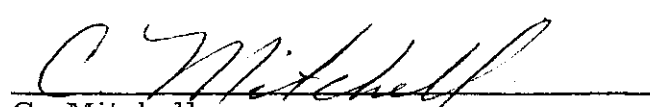
7 These articles may be amended in any respect conformable to the laws
8 of the State of Idaho by a vote of 3/4ths of the stockholders entitled to vote in a
9 meeting of stockholders called for that purpose as prescribed by law.

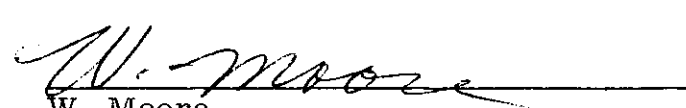
10 ARTICLE XI.

11 At any special meeting called to consider the subject,
12 the corporation, upon a unanimous recommendation of the Board of Directors,
13 may dissolve the corporation, provided that at least 3/4ths of the members
14 of the Board are present at such meeting, and provided that not more than
15 1/4th of the stockholders in person or by written notice object thereto. A
16 committee of three shall thereupon be elected to liquidate the assets of the
17 corporation, and each share of capital stock according to the amount thereon
18 shall be entitled to its proportion of its proceeds after all debts of the corpor-
19 ation have been paid.

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21 IN WITNESS WHEREOF, we have hereunto set our hands this 29th day
22 of December, 1966.
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25 
26 Ellen Moore

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28 
29 C. Mitchell

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32 W. Moore

