



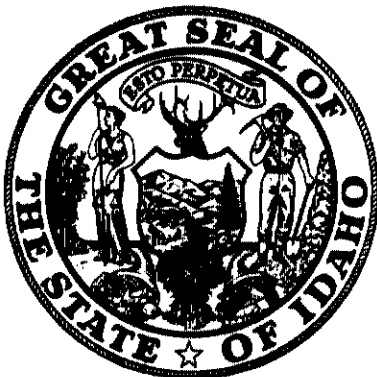
CERTIFICATE OF INCORPORATION  
OF

THE HARRISON CRUISES, 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: May 17, 1991



SECRETARY OF STATE

by: ELIZABETH M. ZABALA

ARTICLES OF INCORPORATION

OF

THE HARRISON CRUISES, INC.

RECEIVED  
SEC. OF STATE

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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 ONE

Name. The name of the corporation is THE HARRISON CRUISES, INC.

ARTICLE TWO

Purposes. The purpose of the corporation is to equip, maintain and operate a tour and excursion boat known as "The Harrison" on Lake Coeur d'Alene, Idaho. The corporation will offer its services to customers by way of regularly scheduled cruises or chartered cruises or functions; and to carry on, generally, such other and incidental businesses as may be appropriate to the above-mentioned activities. The corporation may further engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE THREE

Duration. The period of duration of this corporation is perpetual.

#### ARTICLE FOUR

Registered Office and Registered Agent. The address of the corporation's initial registered office in the State of Idaho is 205 North 20th Street, City of St. Maries, County of Benewah, State of Idaho 83861. The name of the corporation's initial registered agent at such address is Eugene F. Haeg.

#### ARTICLE FIVE

Stock. The total authorized number of par value shares of stock is One Hundred Thousand (100,000). The aggregate par value of the total authorized number of par value shares is One Million Dollars (\$1,000,000.00).

#### ARTICLE SIX

Transfer of Stock. In case a stockholder desires to sell his or her shares of stock, he or she must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in this purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his or her stock shall file notice in writing of his or her intention with the secretary of the corporation, stating the terms of sale, and unless the terms are accepted by any or all other stockholders within thirty (30) days thereafter, they shall be deemed to have waived the privilege of purchasing and he or she will be at liberty to sell to anyone else.

## ARTICLE SEVEN

Directors. The number of directors constituting the initial Board of Directors is four (4), 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 qualify are:

NAME	ADDRESS
1. EUGENE F. HAEG	205 North 20th Street St. Maries, Idaho 83861
2. DIXIE LEE HAEG	205 North 20th Street St. Maries, Idaho 83861
3. CLARENCE E. HAEG	Route 1 Plummer, Idaho 83851
4. BARBARA HAEG	Route 1 Plummer, Idaho 83851

## ARTICLE EIGHT

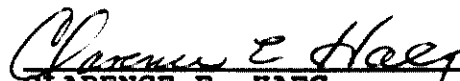
Incorporators. The name and address of each incorporator for this corporation is:

NAME	ADDRESS
1. EUGENE F. HAEG	205 North 20th Street St. Maries, Idaho 83861
2. DIXIE LEE HAEG	205 North 20th Street St. Maries, Idaho 83861
3. CLARENCE E. HAEG	Route 1 Plummer, Idaho 83851
4. BARBARA HAEG	Route 1 Plummer, Idaho 83851

EXECUTED in duplicate this 20<sup>th</sup> day of  
April, 1991.

  
EUGENE F. HAEG

  
DIXIE LEE HAEG

  
CLARENCE E. HAEG

  
BARBARA HAEG