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State of Idaho

Department of State

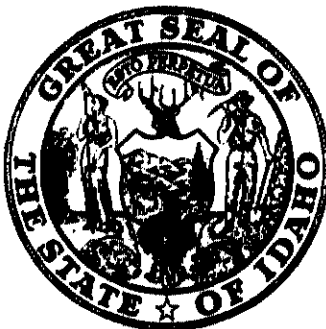
CERTIFICATE OF INCORPORATION OF

WILDERNESS, 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 WILDERNESS, INC. duly signed pursuant to the provisions of the Idaho Nonprofit 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: January 17, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Sheryl Decker

Corporation Clerk

ARTICLES OF INCORPORATION

OF

WILDERNESS, INC.

JAN 17 11 19 AM '92
SECRETARY OF STATE

We, the undersigned being natural persons of full age, legally competent to enter into contracts, all of whom are citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a nonprofit corporation under the provisions of Title 30, Chapter 3, Idaho Code, and do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be WILDERNESS, INC.

ARTICLE II - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of its initial registered agent at such address are as follows:

960 Broadway, Suite 210,
Boise, Idaho 83709

Registered Agent: STEVEN J. PIERCE.

ARTICLE III - PURPOSES

The nature, objects, purposes, and powers of this corporation are as follows:

A. This corporation is a nonprofit corporation, as such term is defined in §30-305 Idaho Code. It does not contemplate pecuniary gain or profit, and no part of its income or property shall at any time be distributable to its members, directors, or officers (provided, however, this provision shall not be construed

to prohibit the payment of reasonable compensation for services actually rendered for the benefit of the corporation, nor to prohibit the conferring of benefits upon the corporation's Members in conformity with its purposes).

B. The objects and purposes of this corporation are to provide for the pleasure, recreation, social benefit, welfare, and happiness of its members, and in connection therewith to lease, purchase, own, use, and operate such real estate and personal property as the corporation may from time to time deem necessary or desirable for such purposes.

C. This corporation shall have all of the powers and authority granted by the Idaho Nonprofit Corporation Act and all other powers authorized or permitted to nonprofit corporations by the laws of the State of Idaho, as the same may be in effect from time to time.

ARTICLE IV - MEMBERS

A. This corporation shall have Members, whose authorized number, qualification, manner of election to membership rights, privileges, and voting rights shall be as provided in the By-Laws so long as not inconsistent with the following:

1. There shall be no discrimination against any applicant for membership by reason of such applicant's sex, race, color or religion.

2. A Member may be an individual or a corporation, partnership, or other business entity.

3. More than one membership may be held by one Member, and

each such additional membership shall be entitled to all of the rights and privileges appurtenant to membership.

B. Each Member shall be entitled to a Certificate of Membership evidencing each membership owned by such Member. No Certificate of Membership shall be issued unless fully paid for.

C. A Certificate of Membership may not be assigned or transferred except pursuant to such rules, regulations, and procedures as shall be provided in the By-Laws.

D. Meetings of the Members shall be held at such places and times as may be provided in the By-Laws, and may also be held in any manner prescribed or permitted by §30-310, Idaho Code. The Members actually present at any duly called membership meeting shall constitute a quorum, regardless of their number, and may transact any matter of business lawfully permitted to be transacted at a membership meeting of a nonprofit corporation. Except in the case of a regular annual membership meeting held at the time and place provided in the By-Laws, written notice of each membership meeting shall be given to each Member at the most recent address for such Member shown on the corporation's books and records, and such written notice shall be deposited in the United States Mail, postage fully prepaid, not less than ten (10) nor more than fifty (50) days before the date of the meeting; provided, however, the necessity for such written notice may be waived by the unanimous written consent of all Members.

E. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE V - BOARD OF DIRECTORS

A. The affairs of this corporation shall be managed by a Board of Directors, who need not be residents of the State of Idaho but must be Members. The By-Laws may require additional qualifications for Directors

B. Directors shall be elected at each regular annual membership meeting. With respect to the election of each director, each Member shall be entitled to such vote as is provided in the By-Laws.

C. The number of members of the board of directors shall be at least one (1), until there are members, at which time there shall be three (3), but the By-Laws may provide for a greater number.

D. The initial board of directors of the corporation, who shall serve until the first annual election of directors, shall consist of one (1) person whose name is as follows:

STEVEN J. PIERCE 2413 S. Swallowtail Lane
Boise, Idaho 83706

E. Until the first annual election of directors, the director designated herein, as provided for in §30-314(f) may elect a successor director or directors not to exceed the numbers provided for in the By-Laws.

ARTICLE VI - OFFICERS

The officers of this corporation shall be elected by the Board of Directors and shall serve for such terms of office as may be designated by the Board of Directors. The officers of this

corporation shall be a president, one or more vice-presidents, a secretary, a treasurer, and any other officers or a s s i s t a n t officers as may be elected or appointed by the Board of Directors. Except for the office of President, more than one office may be held by one person. The time and manner of election of officers, and their respective qualifications, authority and duties, shall be as set forth in the By-Laws, or as may be determined by resolution of the Board of Directors not inconsistent with the By-Laws

ARTICLE VII - By-Laws

The Board of Directors is authorized to adopt, amend, and repeal By-Laws of the corporation, and to provide in such By-Laws for any matter which may lawfully be governed by the By-Laws of a nonprofit corporation under the laws of the State of Idaho. All provisions of the By-Laws relating to the election, qualification, and term of office of Directors may be adopted, amended and repealed by vote of the Members at any regular annual membership meeting, or any special membership meeting called for such purposes.

ARTICLE VIII - DURATION

The duration of this corporation shall be perpetual.

ARTICLE IX - DISSOLUTION

A. This corporation shall be dissolved upon the affirmative vote of seventy-five percent (75%) of the Members present and voting at any membership meeting, provided written notice was given to each Member at such Member's most recent address as shown on the book and records of the corporation, not less than ten (10) days

before the date of the meeting, stating that the question of dissolution of the corporation was proposed to be voted upon at such meeting.

B. In event of dissolution of the corporation, all of its property and assets, after payment of all debts and liabilities, shall be distributed to the Members as of the date of dissolution, pro-rata in proportion to the number of memberships owned by each such Member.

ARTICLE X - DUES AND ASSESSMENTS

Dues and Assessments may be levied upon Members for the purposes specified in the By-Laws, and the same shall be allocated among the Members pro-rata in proportion to the number of memberships owned by each Member. The amount of such dues and assessments, and the time of payment and manner of collection thereof shall be fixed by the Board of Directors from time to time in conformity with the provisions set forth in the By-Laws. If the By-Laws so provide, unpaid dues or assessments made be enforced by forfeiture of membership.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended by vote of seventy-five percent (75%) of the Members present and voting at any annual membership meeting, or any special membership meeting called for such purposes.


ARTICLE XII - INCORPORATORS

The name and post office address of the incorporator of this corporation is as follows:

STEVEN J. PIERCE

960 Broadway, Suite 210
Boise, Idaho 83706

IN WITNESS WHEREOF, this said incorporator has executed this
Articles of Incorporation on the 17 day of January,
1992.



Steven J. Pierce


STATE OF IDAHO)
 : ss.
County Ada)

STEVEN J. PIERCE, having been first duly sworn, deposes and
says: He is the incorporator named in the foregoing Articles of
Incorporation and has executed the same; that the statements
therein contained are true as he verily believes.



STEVEN J. PIERCE

SUBSCRIBED and SWORN to before me this 17th
day of January, 1992.



Notary Public for Idaho
Residing at: Boise, ID
My Comm. Exp.: 8-23-97