

**ARTICLES OF INCORPORATION OF
Out Of Bounds, Inc.**

The undersigned, for the purpose of forming a corporation under the State of Idaho Business Corporation Act, Title 30, Chapter 1, Idaho state code hereby adopts the following Articles of Incorporation.

ARTICLE 1: NAME

The name of this corporation is Out Of Bounds, Inc.

ARTICLE 2: DURATION

This corporation has perpetual existence.

ARTICLE 3: PURPOSES

The purposes for which this corporation is organized is:

- (1) To establish and operate an inn, restaurant and bar.
- (2) To engage in any other lawful business or activity whatsoever which may hereafter from time to time be authorized by the Board of Directors.

ARTICLE 4: REGISTERED AGENT

The street address of the initial registered office of the corporation is 305 S. Division St., Kellogg, Id 83837 and the name of the registered agent at such address is Nancy Harcus.

ARTICLE 5: SHARES

This Corporation is authorized to issue twenty thousand (20,000) shares of common stock and each share shall have a par value of one (1) cent.

ARTICLE 6: POWERS

This Corporation shall have the authority to engage in any and all such activities as are incidental or conducive to the attainment of the purposes of this corporation and to exercise any and all powers authorized or permitted under any laws that may be now or hereafter applicable or available to this Corporation.

ARTICLE 7: PREEMPTIVE RIGHTS

Each shareholder shall have preemptive rights to acquire additional shares which may be issued by this Corporation, as follows:

A. Preempted Shares. Before any unissued shares (at any time authorized) of this Corporation are offered for sale or otherwise disposed of, the shareholders shall have the first right to purchase such shares ("preempted shares"). Each shareholder shall be entitled to purchase a percentage of such preempted shares equal to the percentage he or she owns of all shares then outstanding, or such lesser number of the preempted shares as the shareholder elects to purchase. Such allocation of shares shall be subject to adjustments as determined by the Board of Directors which are necessary to avoid the issue of fractional shares.

B. Terms and Conditions. The purchase of preempted shares by existing shareholders shall be on terms and conditions, including purchase price, not less favorable than those under which the proposed shares are to be offered for sale or otherwise disposed of to others.

C. Notice of Proposed Disposition; Waiver of Preemptive Rights. Written notice shall be given to each shareholder of each proposal for the sale or other disposition of the preempted shares, which notice shall set forth the number of shares involved and the terms of such proposed sale or other disposition. The preemptive rights of any shareholders shall be deemed waived as follows.

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1. If the shareholder at any time agrees in writing to waive his or her rights as to any specific preempted shares, the waiver shall be deemed effective as to those shares

2. If, within fourteen (14) days the written notice is given to a shareholder as provided in Article 7, Section C, such shareholder does not agree in writing to purchase all the preempted shares he or she is entitled to purchase, the waiver shall be deemed effective as to those shares such shareholder has not agreed to purchase.

D. Sale Pursuant to waiver. If there is a waiver of rights under Article 7, Section c this corporation may sell the shares to which such waiver pertains to anyone during six months after the date such shareholder is given the notice contemplated by Article 7 Section C, at a price to the purchaser of not less than the price set forth in such notice and otherwise on terms and conditions not less favorable to this Corporation than those set forth in such notice, but this corporation may pay, or there may be deducted from such price, such reasonable compensation to underwriters or dealers as may be lawfully paid by this Corporation. If such shares are not sold during such six-month period, they shall again become subject to the preemptive rights of this Article 7.

E. Purchase Price When Offer is for Property. If it is proposed to dispose of preempted shares for property other than cash, including without limitation dispositions in connection with mergers or consolidations, acquisitions of assets or outstanding securities of another corporation, or other reorganizations, the per share price to the shareholders hereunder shall be pro rata portion of the fair market value of such property, as such value is set in good faith by the Board of Directors.

F. Notices. Notices shall be deemed given hereunder when mailed, postage prepaid, to either the last known address of a shareholder or the latest address shown on his Corporation's stock records for such shareholder.

G. Limitation of preemptive Rights. There shall exist no preemptive rights with respect to shares of this corporation except as provided in this Article 7.

H. Written Demand to Exercise Preemptive Rights. Regardless of whether the notice provisions of this Article 7 have been observed, a shareholder who fails to make written demand upon this Corporation to exercise his or her preemptive rights within two years after the preempted shares have been issued and recorded in this Corporation's stock transfer books shall be deemed to have waived any preemptive rights to such shares.

ARTICLE 8: CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to vote in person or by proxy, the number of shares owned by the shareholder for as many persons as there are directors to be elected, or to accumulate votes by giving one candidate as many votes as the number of such directors to be elected multiplied by the number of such shareholder's shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 9: BYLAWS

The Board of Directors shall have the power to propose amendments to the Bylaws or propose new Bylaws for the shareholders approval. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the Bylaws.

ARTICLE 10: DIRECTORS

The number of directors of this Corporation shall be fixed in the manner specified by the Bylaws of this Corporation. The first director of the Corporation is one in number and her name and address is Nancy Marcus, 305 South Division St., Kellogg, Id 83837. The first director shall serve until the first annual meeting of shareholders and until her successor is elected and qualified.

ARTICLE 11: INCORPORATOR

The name and address of the incorporator is Nancy Harcus, 305 South Division St., Kellogg, Id 83837.

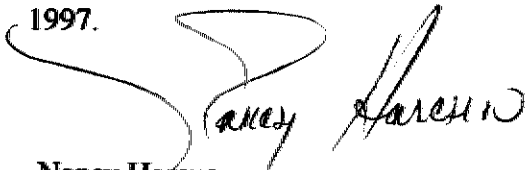
ARTICLE 12: CONTRACTUAL LIABILITY AND RESTRICTIONS

- (1) No contracts or other transactions between the Corporation and any other corporation, and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the shareholders of the corporation are peculiar or otherwise interested in, or are directors, shareholders, or officers of such other corporation; and
- (2) Any shareholder individually, or any firm of which any shareholder may be a member, may be a party to, or may be peculiar or otherwise interested in, any contracts or transactions of the corporation, provided that the fact that he or such firm is so interested shall be fair to the Corporation at the time that it is authorized, approved, or ratified.

ARTICLE 13: AMENDMENT TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend, Alter, Change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders are subject to this reserve power.

IN WITNESS WHEREOF the incorporator has affixed her signature below. Dated this December 9, 1997.

A handwritten signature in cursive script, appearing to read "Nancy Harcus", is written over a large, stylized, looping flourish.

Nancy Harcus
305 S. Division St.
Kellogg, Id. 83837