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State of Idaho

Department of State

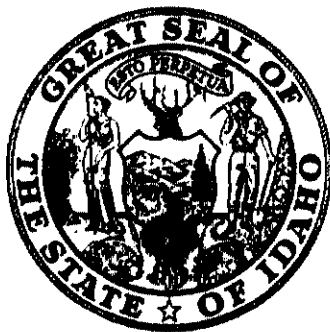
CERTIFICATE OF INCORPORATION OF

GOLDEN ADVENTURES, 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: October 31, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonya Coulson

Corporation Clerk

ARTICLES OF INCORPORATION

Dec 31 12 21 PM '91

OF

SECRETARY OF STATE

GOLDEN ADVENTURES, INC.

I, THE UNDERSIGNED natural person of the age of eighteen years or more, acting as incorporator of a corporation under the laws of the State of Idaho, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Golden Adventures, Inc.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSES

The purpose or purposes for which this corporation is organized are:

- a. Own and operate a guide and outfitting service.
- b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any securities, including those enumerated above, created or issued by any person, firm, association, or corporation, or any

government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could, do in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

d. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho; and it is that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is Ten Thousand (10,000) shares of stock without par value. All stock of the corporation shall be of the same class, common, and shall have the same rights and preferences. Fully-paid stock of this corporation shall not be liable to any further call or

assessment.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of Two-Thirds (2/3) of the shares entitled to vote on each such amendment.

ARTICLE VI - SHAREHOLDER RIGHTS

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall have pre-emptive rights to acquire unissued shares of the stock of this corporation.

At each election of Directors, every shareholder entitled to vote at such election shall have the right to accumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VII - CAPITALIZATION

This corporation will not commence business until consideration of a value of at least One Thousand Dollars (\$1,000) has been received for the issuance of shares.

ARTICLE VIII - INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office and the name of its original registered agent at such address is James R. Fuller, HCR 2 Box 305, Kooskia,

ARTICLE IX - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation is three (3). The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualify, are:

Gerald Hascall, 1961 East 3050 South, Vernal, Utah 84078.

Dean Steele, 1217 West 425 North, St. George, Utah 84770.

Diana D. Noel, 2236 West 800 South, Vernal, Utah 84078.

ARTICLE X - INCORPORATOR

The names and address of the Incorporator is Gerald Hascall, 1961 East 3050 South, Vernal, Utah 84078.

ARTICLE XI - BYLAWS

The Directors shall and the shareholders may adopt Bylaws which are not inconsistent with law or these Articles of Incorporation for the regulation and management of the affairs of this corporation. These Bylaws may be amended from time to time, or repealed, pursuant to law.

ARTICLE XII - NON LIABILITY OF DIRECTORS AND SHAREHOLDERS

The shareholders and directors shall have no liability for monetary damages resulting from their breach of a fiduciary duty as a shareholder or director.

DATED this 31 day of October, 1991.

INCORPORATOR:

Gerald Hascall
Gerald Hascall

STATE OF UTAH)
) SS.
COUNTY OF)

I, the undersigned Notary Public, hereby certify that Gerald Hascall, who personally appeared before me, and being duly sworn by me, declared that he is the person who signed the foregoing instrument as incorporator and that the statements therein contained are true.

NOTARY PUBLIC
Residing at:

My Commission Expires:
