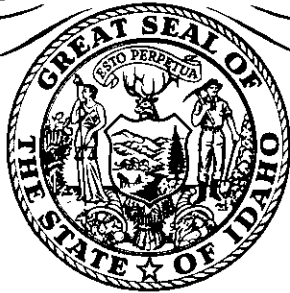


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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

HILL DIVERS II, INC.

was filed in the office of the Secretary of State on the **Tenth** day of **July**, A. D. One Thousand Nine Hundred **Sixty-three** and is duly recorded on Film No. **124** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

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 **10th** day of **July**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
HELL DIVERS II, INC.

* * * *

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation not for profit under Section 30-1101 of the Idaho Code, as amended, and under the laws of the State of Idaho in general, and we do hereby certify, declare and adopt the following Articles of Incorporation:

I

The name of this corporation shall be HELL DIVERS II, INC.

II

The period of existence and duration of the life of this corporation shall be perpetual.

III

The location of the registered office of this corporation shall be Boise, County of Ada, State of Idaho, and the address of the registered office of this corporation shall be 300 East Boise Avenue, Boise, Idaho.

IV

The objects of this corporation shall be the development and promulgation of the sport of scuba diving

and related sports activities so as to aid and encourage the development of said sport among the people in the State of Idaho, and to do all that might be reasonably connected with the foregoing purposes.

This corporation shall not engage in any form of trade or commerce, or carry on any activity which will result in a remunerative profit to the corporation or to its members.

The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

V

In furtherance, and not in limitation of the powers confirmed by statute, the Board of Directors is expressly authorized to make and alter By-Laws of this corporation.

VI

The corporation formed hereby shall not have capital stock, and shall be composed of members rather than shareholders.

The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the By-Laws of the corporation.

No interest of any member in this corporation shall be assignable or transferable, and no membership in this association shall be considered as having any monetary value. Any member may be expelled from the corporation upon the conditions, and for the reasons as may be specified in the By-Laws.

VII

This corporation shall be the successor in interest to HELL DIVERS CLUB OF BOISE, IDAHO, an unincorporated charitable and benevolent service organization, and is hereby formed pursuant to resolution, unanimously adopted by the membership of said unincorporated association at a regular meeting thereof, held on the 25th day of June, 1963, at 7:00 o'clock P.M. at 814 Jefferson Street, Boise, Idaho.

Mick McConnell, President of said unincorporated association, caused notice of the time and place of such meeting to be published for more than two weeks prior thereto in two weekly editions of The Idaho Daily Statesman, a newspaper published and circulated in Boise, Idaho, and caused such notice also to be posted continuously for more than two weeks prior to such meeting in the building and room where such meeting was held. Said notice expressly stated that the purpose of such meeting would be for the election of directors to constitute the Board of Directors of this corporation.

At such meeting, by motion duly made and seconded, a resolution was adopted whereby a unanimous ballot was cast for the election of the following named persons to constitute the Board of Directors of this corporation:

Mick MC Connell	300 E. Boise, Boise, Idaho
Alton B. Cahoon	9605 Sunflower Lane, Boise, Idaho
James Russell	2623 Cassia, Boise, Idaho
Dave Ackley	1218 Longmont, Boise, Idaho.

VIII

The name and post office address of each of the incorporators is set out at the end hereof by their signatures hereto, together with such post office address.

IX

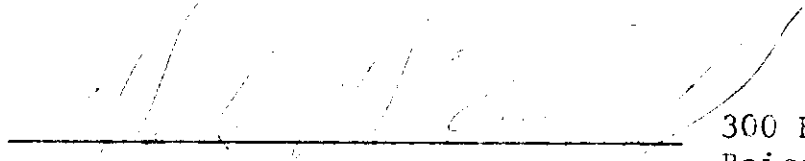
The private property of the members of this corporation shall not be subject to the payment of corporate debts to any extent whatsoever, regardless of how such debts are incurred.

X

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all acts conferred upon members herein are granted, subject to this reservation.

WE, THE UNDERSIGNED, Being each one of the original members hereinbefore mentioned for the purposes of forming a corporation not for profit to do business both within and without the State of Idaho, and in pursuance of the laws of

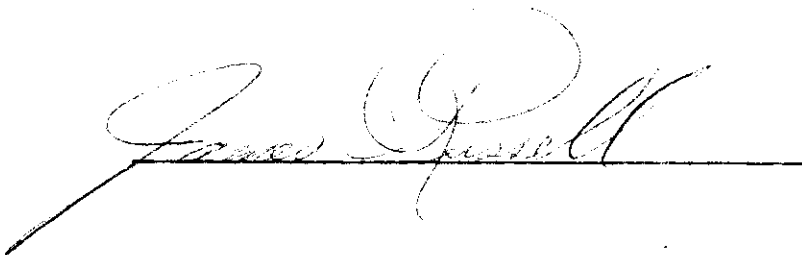
the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectively agree to become members of such corporation, and accordingly have hereunto set our hands and seals this 25th day of June, 1963.



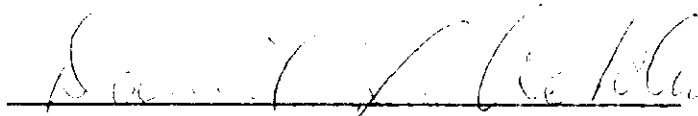
300 East Boise Avenue
Boise, Idaho



9605 Sunflower Lane
Boise, Idaho



2623 Cassia Street
Boise, Idaho

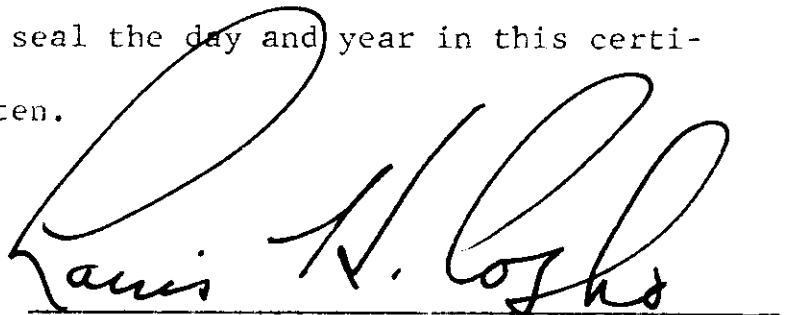


1218 Longmont Street
Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 26 day of June, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared MICK McCONNELL, ALTON F. CAHOON, JAMES RUSSELL and DAVE ACKLEY, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

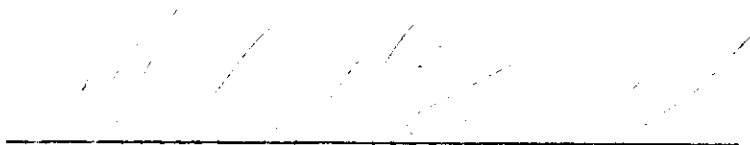
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

A handwritten signature in cursive script, reading "Loris H. Goghs", written over a horizontal line.

Notary Public for Idaho
Residing at Boise, Idaho

VERIFICATION

I, MICK McCONNELL, do hereby certify that as President of Hell Divers Club of Boise, Idaho, an unincorporated association, I presided over the meeting of the membership of such unincorporated association, held on the 25 day of June, 1963, and referred to in Article VII of the foregoing Articles of Incorporation, and do further certify that all of the facts stated in said foregoing Articles of Incorporation concerning the publication and posting of notice of such meeting, and the contents thereof, and concerning the election held pursuant thereto are true, and I have accordingly hereunto set my hand this 25 day of June, 1963.



STATE OF IDAHO }
COUNTY OF ADA } ss.

Edith Ferguson, being duly sworn,
deposes and says: That she is the Principal Clerk of The Idaho
Daily Statesman, a daily newspaper printed and published at
Boise, Ada County, State of Idaho, and having a general circula-
tion therein and which said newspaper has been continuously
and uninterruptedly published in said County during a period of
twelve consecutive months prior to the first publication of the
notice, a copy of which is attached hereto; that said notice was
published in the regular Monday edition of The Idaho Daily
Statesman in conformity with Sec. 60-108, Idaho Code, for

two consecutive weekly insertions
beginning with the issue of June 10, 1963,
and ending with the issue of June 17, 1963.

Edith Ferguson, Principal Clerk

Subscribed and sworn to before me this 18th day of

June, 19 63.

Anna A. Gray
Notary Public for Idaho, Residing at Boise, Idaho

NOTICE
NOTICE IS HEREBY GIVEN, pur-
suant to Section 30-1102 of the Idaho
Code, that a regular meeting of the
members of the Hell Divers II Club of
Boise, Idaho, will be held on the 25th
day of June, 1963, at 7:00 o'clock p.m.,
of that day, at 814 Jefferson Street,
Boise, Idaho, for the following purposes:
1. To consider and pass upon a resolu-
tion to incorporate said Hell Divers II
of Boise, Idaho, as a not for profit cor-
poration pursuant to Title 30, Chapter
11, of the Idaho Code;
2. To elect four directors who will
constitute the board of directors of said
corporation for the management, control
and operation thereof;
3. To transact such other business as
may properly come before the meeting.
DATED this 5th day of June, 1963.
HELL DIVERS II CLUB
MICK McCONNELL, President