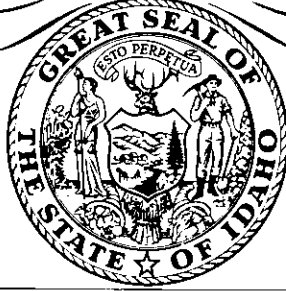


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

CEDAR CREEK SNOW-MOBILE, INC.

was filed in the office of the Secretary of State on the 21st day of December A.D., One Thousand Nine Hundred Seventy and will be duly recorded on ~~Film~~ Microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at Fifth in the County of Bingham

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 21st day of December, A.D., 1970.

Pete T. Cenarrusa
Secretary of State.

Ass't. Corporation Clerk.

ARTICLES OF INCORPORATION
OF
CEDAR CREEK SNOWMOBILE INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all of whom are bona fide full-age citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and that we hereby make, acknowledge, publish, declare and certify the following to be our Articles of Incorporation:

ARTICLE ONE

The name of this corporation shall be CEDAR CREEK SNOWMOBILE INC.

ARTICLE TWO

1. The objects and purposes for which this corporation is formed are as principal, agent, or otherwise, in any part of the world, to do any and everything not expressly prohibited by law, to the same extent as natural persons might or could do. In furtherance thereof, and not in limitation of the general powers conferred by the laws of the State of Idaho, we expressly provide that this corporation shall have the following objects, purposes, powers, rights and privileges:

2. To conduct, maintain, and operate the business of amusement, sports, entertainment, and recreation of the public, including the furnishing of any and all facilities for winter sports, snowmobiling, games of skill, racing, and other contests and exhibitions of every nature, for participation by the public and otherwise, to charge admission fees, rates, rentals, and other forms of remuneration for so doing; to regulate, control and supervise and to do and transact all business properly connected with or incidental to any or all of the objects and purposes herein set out.

3. To engage in the distribution and sale of food and soft drinks and other confectioneries and any trade incidental thereto or connected therewith.

4. To sell, repair, trade and storage sports machines, equipment and clothing and supplies and conduct or transact any business incidental or connected thereto.

5. To conduct a business in the sale of gasoline and oil and all other petroleum products used for motor fuel or lubrications; all manner of accessories and appliances to be used on snow machines and motor vehicles of every description, and any other articles or items of interest useful to or desirable for patrons of such a filling station and shop for repairs and such other business as is usual, proper and necessary in such interprise.

4. To purchase, hold, sell, develop, improve, subdivide, lease and enjoy real estate; to erect, manage, care for and maintain, extend and alter buildings and improvements on real estate whether owned by the corporation or by others; and to lease, mortgage, encumber and sell the same in such parts or parcels, improved or unimproved, and on such terms as may be acceptable to the authorized officers and agents of the corporation.

5. To draw, accept, endorse, discount, buy, sell, and deliver checks, drafts, bills of exchange, notes, bonds, debentures, trust receipts, mortgages, contracts, conditional sales contracts, security agreements, financing statements, evidences of debt, assignments, orders, securities, and other obligations of all kinds and to guarantee payment thereof whether executed, drawn, accepted, assumed or created by it or by any other corporation, partnership or persons, or business enterprise, whenever necessary or convenient and to acquire, assign, own, sell, mortgage, pledge, and otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes, contracts and commercial papers of corporations, partnerships, associations, or individuals.

6. Subject to the provisions of law, the company may purchase, hold, sell or transfer the shares of its own capital stock.

7. In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limits as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether unsecured or secured by mortgage, pledge, deed or trust or otherwise.

8. To employ personnel or contract for services necessary to carry out the purposes and objectives as set out above.

ARTICLE THREE

The location and post office address of the registered office and principal place of business of said corporation shall be P. O. Box 187, Firth, Idaho.

ARTICLE FOUR

That the duration of this corporation shall be perpetual unless dissolved by process of law.

ARTICLE FIVE

That the total authorized number of par value shares is 1,000 shares of the par value of \$10.00 each; the aggregate par value of the total authorized number of par value shares is \$10,000.00. The amount of such stock may be issued in such amounts and proportions from time to time as shall be determined by the Board of Directors subject, however, to the provisions made hereafter and such restrictions as may be now or hereafter created or imposed by law.

ARTICLE SIX

All shareholders of this corporation consent to have its income taxed to its shareholders under the provisions of Code, Section 1372 (a) Internal Revenue Code and all other State and Federal Statutes and Regulations, permitting such election and each shareholder on demand of any other shareholder shall execute a written consent to such taxation. The business of the corporation shall be so conducted as to qualify for such privilege and no person shall be entitled to become a shareholder without signing a written consent to this article. No stock shall be transferred to any person or persons which would disqualify this corporation from the benefits of its election to be taxed as an electing Small Business Corporation and any effort to transfer to any other such person shall give the remaining shareholders the option and privilege of buying the shares of the shareholder attempting to so transfer at par value or book value whichever may be the lesser with ten percent (10%) of the purchase price to be paid within 30 days and the balance within one year.

ARTICLE SEVEN

(a) That save as hereinafter provided, no share or interest in the company shall at any time be transferred to any person not already a shareholder, so long as any shareholder

is willing to purchase said share or interest at the same price and on the same terms as would govern upon a transfer to a person not already a shareholder, provided in any event the terms to a shareholder shall not require more than ten per cent within thirty days with one year to pay the balance.

(b) That in order to ascertain whether any shareholder is willing to purchase any such share or interest, at such price and upon such terms, the person, whether a shareholder of the company or not, proposing to transfer the same, hereinafter called the "retiring shareholder" shall give notice in writing by certified mail, postage prepaid, or personal service, to the company and to each of the other shareholders at the address listed on the corporation books, that he desires to transfer the same, specifying the price per share and terms proposed, and such notice shall constitute the company his agent for the sale of the share or other interest to any shareholder or shareholders of the company at the price and upon the terms specified in said notice or as provided in subparagraph (a) hereinabove, whichever is more favorable to a purchasing shareholder.

(c) That if any one or more shareholders hereinafter referred to as the "purchasing shareholder" desire to purchase such share or interest or any part thereof for the price and terms offered or specified hereinabove, they shall within thirty days after personal service of the notice specified in the preceding paragraph or the mailing of said notice as therein provided, file an acceptance thereof with the secretary or other responsible officer of the company and pay therewith to the company for the retiring shareholder at least ten per cent of the purchase price, and the retiring shareholder shall thereupon be bound to transfer such share or interest according to the terms of the offer.

(d) That if in any case the retiring shareholder after becoming bound as aforesaid makes default in transferring such share or interest, the company may receive the balance purchase money and shall thereupon cause the name of the purchasing shareholder to be entered upon the register as the holder of such share or interest, and shall hold the purchase money in trust for the retiring shareholder, his executors, administrators or assigns, and the receipt of the company for the purchase money shall be a good discharge to the purchasing shareholder, and he shall not be bound to see to the application thereof, and after the name of the purchasing shareholder has been entered in the register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person, and the purchasing shareholder shall be deemed and taken to be the owner of the said share or interest.

(e) In case more than one shareholder desires to purchase the share or interest of the retiring shareholder so offered for sale and the purchasing shareholders do not otherwise agree among themselves, the share or interest transferred shall be transferred to the purchasing shareholders in proportion to their respective shares or interests in the company at the time of the offer by the retiring shareholder, making all necessary adjustments to avoid fractions of shares and for that purpose giving the preference in all cases to shareholders who have the largest holdings.

ARTICLE EIGHT

That save and except the stock subscribed for by these incorporators in the amounts set out hereafter and the designation of stock dividends, if any, no capital stock of the said corporation shall at any time be issued or allotted, except upon the terms of the then existing shareholders having the prior right to subscribe for and take such additional capital stock at par, in proportion to their holdings, subject to such regulations and adjustments as the directors from time to time determine upon, with a view to avoiding the allotment of fractional shares.

ARTICLE NINE

The power to make, amend or repeal by-laws shall be in the shareholders, who may delegate such power to the directors as provided by law, provided that such power may be exercised by a majority vote of the allotted shareholders or directors, as the case may be.

ARTICLE TEN

The business of such corporation shall be managed by a board of not less than three nor more than nine directors, the number, qualifications, terms of office, manner of election and powers and duties of such directors shall be such as may be prescribed by law, these articles, and such by-laws as may be adopted.

ARTICLE ELEVEN

That the amount of capital stock of said corporation which has been actually subscribed is \$30.00 consisting of three shares of common stock and the following are the names and post office addresses of each subscriber and incorporator and the number of par value of shares subscribed for by each:

<u>NAMES</u>	<u>POST OFFICE ADDRESS</u>	<u>COMMON SHARES</u>	<u>VALUE</u>
Maurice Gentillon	Firth, Idaho	1	\$10.00
Marcel Gentillon	Firth, Idaho	1	\$10.00
Kenneth A. Johnson	Route 2, Shelley, Id.	1	\$10.00

ARTICLE TWELVE

That until their successors are elected and qualified, the following shall serve as officers and directors of this corporation:

PRESIDENT: Maurice Gentillon
 VICE-PRESIDENT: Kenneth Johnson
 SECRETARY: Marcel Gentillon

IN WITNESS WHEREOF, the above named incorporators have hereunto subscribed their names this 18th day of December, 1970.

Maurice Gentillon
 Maurice Gentillon

Marcel Gentillon
 Marcel Gentillon

Kenneth A. Johnson
 Kenneth A. Johnson

STATE OF IDAHO)
): ss.
 County of Bingham)

On this 18 day of December, 1970, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Maurice Gentillon, Marcel Gentillon, Kenneth A. Johnson 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.

[Signature]
 NOTARY PUBLIC FOR STATE OF IDAHO

My Commission Expires:
8/1/72