

CERTIFICATE OF INCORPORATION
OF

SLEEPING DEER RANCH, INC.

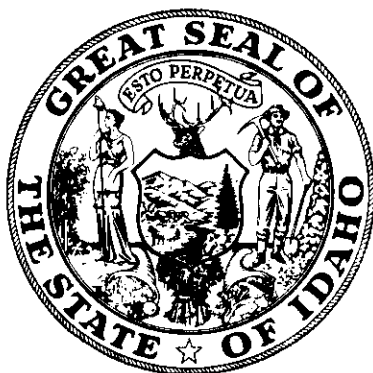
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

SLEEPING DEER RANCH, INC.

,
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 August 8, 19 80.



SECRETARY OF STATE

Corporation Clerk

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION
OF
SLEEPING DEER RANCH, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of whom are full age citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I.

That the name of said corporation is: SLEEPING DEER RANCH, INC.

II.

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

III.

The address of the initial registered office of this corporation is Sleeping Deer Ranch, Challis Creek Road, c/o P. O. Box 99, Challis, Idaho 83226, and the name of the initial registered agent at such address is JAMES B. SMITH.

IV.

The nature of the business and the object and purpose of this Corporation shall be as follows:

a) To operate, control and manage outfitting and guiding facilities or businesses and to manage pack trips or other related recreational or outdoor activities.

b) To transact any and all lawful businesses for which corporations may be incorporated under the Idaho Business Corporations Act.

V.

That the total authorized number of par value shares of this corporation shall be 10,000, each of a par value of \$10.00 and of the aggregate par value of \$100,000, which said shares

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shall be common stock and shall not be subject to assessment.

VI.

The first Board of Directors shall consist of three (3) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be less than one (1) nor more than three(3).

The following persons are named directors of the corporation to serve until their successors are elected and qualified:

NAME	ADDRESS
James B. Smith	P. O. Box 99 Challis, Idaho 83226
Joyce Smith	P. O. Box 99 Challis, Idaho 83226
Sandra J. Thomas	P. O. Box 99 Challis, Idaho 83226

VII.

All or any meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

VIII.

No shareholder of this corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of this corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of this corporation authorized by these Articles of Incorporation or by any amended articles duly filed, may at any time be issued, optioned for sale, and sold or disposed of by this corporation pursuant to a resolution of its Board of Directors to such persons and upon

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such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing shareholders.

IX.

In furtherance, and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

1) Subject to the By-Laws, if any, adopted by the shareholders, to make, alter or repeal the By-Laws of the corporation;

2) To authorize and cause to be executed mortgages and liens, with or without limit as to amount, upon the real and personal property of the corporation;

3) To authorize the guaranty by the corporation of securities, evidences of indebtedness and obligations of other persons, corporations and business entities;

4) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve; and

5) By resolution adopted by a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation, which, to the extent provided in the resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

All corporate powers of the corporation shall be exercised by

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the Board of Directors except as otherwise provided herein or by law.

IN WITNESS WHEREOF, The said incorporators have hereunto set their hands and seals this 25th day of July, 1980.

The address of all incorporators is
P. O. Box 99
Challis, Idaho 83226

James B. Smith
James B. Smith

Joyce Smith
Joyce Smith

Michael L. Thomas
Michael L. Thomas

Sandra J. Thomas
Sandra J. Thomas

STATE OF IDAHO)
 : ss.
County of Custer)

On this 25th day of July, 1980, before me, the undersigned, a Notary Public in and for said State, personally appeared JAMES B. SMITH and JOYCE SMITH, husband and wife, and MICHAEL L. THOMAS and SANDRA J. THOMAS, husband and wife, known to me to be the persons whose names are subscribed to the foregoing 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.

James B. Smith
Notary Public for Idaho
Residing at Challis
My Commission Expires: Life

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