

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

RED ROCK RANCH, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, RYAN FREI and LACEY FREI, acting as incorporators of the above named corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

I.

The name of this corporation shall be RED ROCK RANCH, 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 is 321 South B Street, Grangeville, Idaho County, Idaho, and the address of the registered office of the corporation is 321 South B Street, Grangeville, Idaho 83530.

IV.

The nature of the business and the objectives and purposes to be transacted, promoted and carried out are to do any or all things herein mentioned as fully and to the same extent as natural persons might or could do, in any part of the world, viz:

To conduct a general guide and outfitting service; to act as a booking agency for all types of sportsmen, within or without the state, to supply and furnish services, merchandise, and advice to all sportsmen of any type from within or without the state and to pack, take, carry and care for sportsmen of all types from within or without the state on hunting trips, fishing trips, packing

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1 trips, scenic trips and all other types of sporting ventures
2 available both within and without the state; to obtain licenses,
3 leases, and to own property necessary to effectuate the purposes of
4 this corporation; to hire and employ personnel to further the
5 purposes of this corporation.

6 To breed, raise and train dogs; to raise birds for the purpose
7 of hunting; to establish a trap and skeet shooting range; to have
8 a fishing pond to allow fishing by guests; to establish hiking
9 trails, and areas for bird watching; to provide areas for the use
10 of ATV's; to establish a big game hunting preserve.

11 To make the following services available to guests during
12 their participation in the above activities: the preparation and
13 selling of food and beverages; provide for the purchase or rental
14 of clothing and equipment including boots, vests, firearms,
15 ammunition, ATV's, etc. for participation in the above activities.

16 To establish a facility with sites for the purpose of camping
17 with recreational vehicles and tents within designated areas.

18 To care for and dress wild game and birds of all types and
19 preserve the same pursuant to the laws of the State of Idaho, for
20 the clients, customers and sportsmen availing themselves of the
21 service of this corporation.

22 To deal, operate and own a charter service for the transporta-
23 tion of hunters, fishermen, and any and all sportsmen of any type
24 into any area in the State of Idaho; to operate, employ personnel
25 and to set up various agencies anywhere in the State of Idaho; to
26 own, lease, buy and sell airplanes, vehicles, firearms, harness,
27 rigging and animals, livestock and any other type of equipment or
28 facilities necessary to accomplish the purposes of this corpora-

1 tion; to enter into agreements, contracts, leases and any other
2 type of transactions necessary to effectuate these purposes.

3 To deal in timber and timber lands; to finance, operate or own
4 forest products mills; to buy, sell and finance forest products; to
5 act as a broker on a commission basis for lumber and other forest
6 products; to act as custodian for timber and timber lands, forest
7 products and timber processing mills; to act as fiscal agent for
8 forest products, other brokers and wholesalers or any other legal
9 entity dealing in forest products; to buy, own, and sell timber,
10 mills and forest products; to enter into warehousing agreements; to
11 carry on and conduct a general sawmill business, either for itself
12 or as an agent of others; to purchase timber of all kinds, standing
13 or otherwise, wholesale or retail; to conduct logging operations of
14 every kind and nature, and secure all necessary equipment for the
15 same.

16 To carry on a general logging operation and business and to
17 engage in the general lumber business including the purchase of
18 timber and timber tracts, the cutting, falling, and milling of said
19 timber of all kinds and species and to engage in the hauling and
20 transporting of logs, timber, lumber, lumber products and other
21 freight, goods, wares, and merchandise, for itself or for others
22 for hire or otherwise, by means of trucks, trailers, and other
23 forms of automotive or other equipment, over public or private
24 highways, or roads; to build such roads and logging roads as are
25 necessary; to buy, sell, acquire, trade and transfer in all logging
26 equipment including, but not limited to, loaders, skyline machines,
27 trucks and tools of all kinds, in furtherance of the purposes of
28 this corporation; to do such other things as are incidental or

1 necessary to the carrying on of such business.

2 To carry on the general business of farming and ranching and
3 the general livestock business; to raise, produce, buy, grow or
4 otherwise acquire, hold, handle, mortgage, sell, hypothecate or
5 otherwise dispose of livestock and products of livestock, including
6 dairy products and to deal and traffic generally therein; to do
7 every thing necessary to run, sell, buy, mortgage and acquire
8 cattle and range lands. To enroll in government programs includ-
9 ing, but not limited to, CSP and CRP.

10 To do a general business as commission merchants, buying and
11 selling agents, and factor in the manner and to the same extent as
12 natural persons could do; to buy, sell and otherwise deal in any
13 land, real estate, timber, lumber or any forest products, build-
14 ings, improvements, lots, subdivisions, or similar or related thing
15 with and without the United States.

16 To purchase real estate, make and purchase materials for the
17 construction of buildings; to erect buildings; to own, to manage,
18 operate, lease and sell buildings; to conduct and carry on the
19 business of builders and contractors for the purpose of building,
20 erecting altering, repairing or doing any other work in connection
21 with any and all classes of buildings, structures and improvements,
22 of every kind and nature whatsoever; also, to buy or otherwise
23 acquire real estate, and to subdivide, plat and sell the same, and
24 generally to buy, sell and deal in real and personal property of
25 every kind and description, and to own, hold, improve, develop and
26 manage any real estate or personal property and to erect and cause
27 to be erected on any lands owned, held or occupied by the corpora-
28 tion, buildings or other structures with their appurtenances and to

1 mortgage, sell, lease or otherwise dispose of any lands or interest
2 in lands and in any buildings or other structures at any time owned
3 or held by the corporation; to conduct a general brokerage, agency,
4 and commission business for others in the purchase, sale and
5 management of real estate for others and the negotiation of loans
6 thereon; in general, to conduct a general building and construction
7 business and general real estate business.

8 To purchase, locate, lease, or otherwise acquire, mines,
9 mining claims, mining rights, and lands and any interest therein,
10 and explore, work, exercise, develop, and turn to account the same;
11 to quarry, mine, smelt, refine, dress, amalgamate, and prepare for
12 market, ore metal and mineral substances of all kinds and to carry
13 on any other operations or business which may seem necessary,
14 convenient, or incidental to any of the objects of the company; to
15 buy, sell, manufacture and deal in minerals, plants, machinery,
16 implements, conveniences, provisions, and things capable of being
17 used in connection with the mining or other operations of this
18 corporation, or required by workmen and others employed by the
19 company; to construct, carry out, maintain, improve, manage, work,
20 control, superintend, any roadways, railways, bridges, reservoirs,
21 watercourses, aqueducts, wharves, furnaces, mills, crushing works,
22 hydraulic works, factories, warehouses and other works and
23 conveniences which may seem necessary, convenient, or incidental to
24 any object of the company and to contribute, to subsidize, or
25 otherwise aid or take part in any such operations.

26 To enter into, make and perform and carry out contracts of
27 every sort and kind with any person, firm, association or corpora-
28 tion, municipality, body politic, country, territory, district,

1 state and government.

2 To institute, enter into, carry on, assist, promote or
3 participate in financial, commercial, mercantile, industrial and
4 other businesses, works, enterprises, undertakings and operations.

5 To purchase, hold, sell, assign, transfer, mortgage, pledge or
6 otherwise dispose of shares of the capital stock of, or any bonds,
7 securities or evidences of indebtedness created by, any other
8 corporation or corporations organized under the laws of this state
9 or any other state, country, nation or government, and while the
10 owner thereof, to exercise all the rights, powers and privileges of
11 ownership.

12 To apply for, secure, acquire by assignment, transfer,
13 purchase or otherwise, and to exercise, carry out and enjoy any
14 charter, license, power authority, franchise, concessions, rights,
15 or privileges, which any government or authority or any corporation
16 or other public body may be empowered to grant; and to pay for, aid
17 in and contribute toward carrying the same into effect, and to
18 appropriate any of the corporation's shares of stocks, bonds and
19 assets to defray the necessary costs, charges and expenses thereof.

20 To acquire, and pay for in cash, stock or bonds of this
21 corporation or otherwise, the good will, rights, assets and
22 property and to undertake or assume the whole or any part of the
23 obligations or liabilities of any person, firm, association or
24 corporation.

25 To draw, make, accept, endorse, discount, execute and issue
26 promissory notes, bills of exchange and other negotiable or
27 transferable instruments.

28 In the purchase or acquisition of property, business, rights,

1 or franchises, or for additional working capital, for any other
2 object in or about its business or affairs, and without limit as to
3 amount, incur debts and to raise, borrow and secure the payment of
4 money in any lawful manner, including the issue and sale or other
5 disposition of bonds, debentures, obligations, negotiable and
6 transferable instrument and evidence of indebtedness of all kinds,
7 whether secured by mortgage, pledge, deed of trust or otherwise;

8 To carry on any other business which may seem to the corpora-
9 tion capable of being conveniently carried on in connection with
10 its business or calculated directly or indirectly to enhance the
11 value of or render profitable any of the corporation's property or
12 rights.

13 The said corporation may perform any part of its business
14 outside the State of Idaho, in the other states in the District of
15 Columbia, territories or possessions, or dependencies of the United
16 States.

17 To do each and everything necessary, suitable, useful or
18 advisable for the accomplishment of any one or more of the said
19 objects or which shall, at any time, appear to be conducive to or
20 expedient for the benefit of said corporation in connection
21 therewith.

22 To do each and all things set forth herein to the same extent
23 and as fully as natural persons might or could do in the State of
24 Idaho, and in any other state, country or place.

25 To have one or more offices, to carry on all or any of its
26 operations and business and without restriction or limit as to
27 amounts, to purchase, or otherwise acquire, to hold, own, mortgage,
28 sell, convey or otherwise dispose of real and personal property of

1 every class and description in any of the states, districts,
2 territories, dependencies, possessions or colonies of the United
3 States.

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

8 In general, to carry on any other business in connection with
9 the foregoing, and to have and exercise all the powers conferred by
10 laws of the State of Idaho upon corporations.

11 V.

12 In furtherance, and not in limitation of the powers conferred
13 by statute, the board of directors is expressly authorized;

14 To make and alter by-laws of this corporation, to fix the
15 amount to be reserved as working capital over and above its capital
16 stock paid in, and to authorize and cause to be executed mortgages
17 and liens upon the real and personal property of this corporation.

18 If the by-laws so provided, to designate two or more of its
19 members to constitute an executive committee, which committee shall
20 for the time being, as provided in said resolution or in the by-
21 laws of this corporation, have and exercise any or all of the
22 powers of the board of directors in the management of the business
23 and affairs of this corporation, and have power to authorize the
24 sale of this corporation to be affixed to all papers which may
25 require it.

26 Pursuant to the affirmative vote of the holders of at least a
27 majority of the stock issued and outstanding, having voting power,
28 given at a stockholders meeting duly called for that purpose, or

1 when authorized by the written consent of at least a majority of
2 the holders of the voting stock issued and outstanding, the board
3 of directors shall have power and authority at any meeting to sell,
4 lease or exchange all of the property and assets of this corpora-
5 tion, including its good will and its corporate franchises, upon
6 such terms and conditions as its board of directors deem expedient
7 and for the best interest of the corporation.

8 This corporation may in its by-laws confer powers upon its
9 directors in addition to the foregoing, and in addition to the
10 powers and authorities expressly conferred upon them by statute.

11 VI.

12 The initial number of shares of the corporation shall be two
13 (2). One share owned by Ryan Frei and one share owned by Lacey
14 Frei. Each share shall represent 50% of the corporation.

15 VII.

16 The private property of the stockholders shall not be subject
17 to the payment of corporate debts to any extent whatsoever.

18 VIII.

19 The address of the initial registered office of the corpora-
20 tion is 321 South B Street, Grangeville, Idaho 83530, and the name
21 of its initial registered agent is RYAN FREI, 321 South B Street,
22 Grangeville, ID 83530.

23 IX.

24 The number of directors constituting the initial board of
25 directors of the corporation is two (2) and the name and address of
26 the persons who are to serve as directors until the first annual
27 meeting of the shareholders or until their successors are elected
28 and shall qualify are:

1 RYAN FREI
2 321 South B St.
3 Grangeville, ID 83530

LACEY FREI
321 South B St.
Grangeville, ID 83530

4 X.

5 The only officers of the corporation at this time shall be a
6 President and Treasurer. The following person shall serve:

7 LACEY FREI - President

8 LACEY FREI - Treasurer

9 She shall serve as the President and Treasurer until the first
10 annual meeting or until her successors have been elected and shall
11 qualify. The corporation reserves the right to appoint or elect
12 other officers of the corporation if and when the need arises.

13 This corporation reserves the right to amend, alter, change or
14 repeal any provisions contained in this certificate of incorpora-
15 tion in the manner now or hereafter prescribed by statute, and all
16 right conferred upon stockholders herein are granted, subject to
17 this reservation.

18 WE, the undersigned, being the incorporators hereinbefore
19 named for the purpose of forming a corporation to do business both
20 within and without the State of Idaho, and in pursuance of the laws
21 of the State of Idaho, do make, and file these Articles of
22 Incorporation, hereby declaring and certifying that the facts
23 herein stated are true, and accordingly, have hereunto set our
24 hands and seals this 13 day of September, 2006.

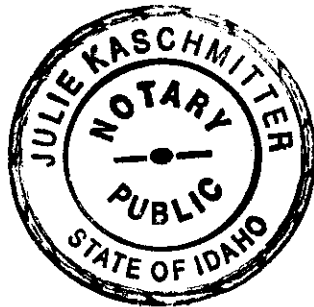
25 
RYAN FREI

26 
27 LACEY FREI
28

1 STATE OF IDAHO)
2 County of IDAHO) ss.

3 On this 13th day of September, 2006, before me, the under-
4 signed, a Notary Public in and for the State of Idaho, personally
5 appeared RYAN FREI and LACEY FREI, known to me to be the persons
whose names are subscribed to the within and foregoing instrument,
and acknowledged to me that they executed the same.

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



Julie Kaschmitter
Notary Public in and for the
State of Idaho;
My commission expires: 9-30-10