

State of Idaho

Department of State

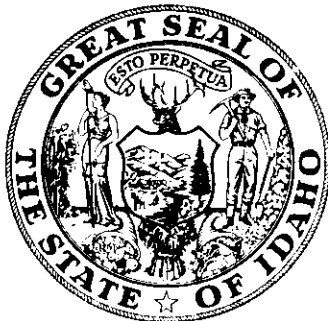
CERTIFICATE OF AMENDMENT OF

BIG CREEK LODGE AND OUTFITTERS, INC.
File Number C 53200

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of BIG CREEK LODGE AND OUTFITTERS, INC. duly executed 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: April 25, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Deane*

ARTICLES OF AMENDMENT AND RESTATEMENT

OF THE

ARTICLES OF INCORPORATION

OF

BIG CREEK LODGE AND OUTFITTERS, INC.

APR 25 5 07 PM '97
SECRETARY'S OFFICE

KNOW ALL MEN BY THESE PRESENTS:

On April 10, 1997, the Board of Directors adopted the following Articles of Amendment to the Articles of Incorporation pursuant to Section 30-1-61 of the Idaho Business Corporation Act and restate the Articles of Incorporation pursuant to Section 30-1-64 of the Idaho Business Corporation Act. Articles II, III, IV, V, VI, VIII, IX, and X are amended or added.

We hereby certify in writing:

ARTICLE I

NAME

The name of said corporation shall be Big Creek Lodge and Outfitters, Inc.

ARTICLE II

DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

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ARTICLE III

PURPOSES AND POWERS

The purposes for which this corporation is formed are:

A. To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including the operation of a recreational resort and guiding and outfitting services.

B. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

C. To manufacture, produce, buy, sell, trade and deal in any and all types and kinds of services, goods, machinery, products, merchandise and personal property of every class and description at wholesale or retail for and on account of the corporation or as manufacturer, broker, factor or agent for others.

D. To enter into, make, perform and carry out contracts of every sort and kind with any person, firm or corporation or other legal entity and to acquire and take over the good will, property, rights, franchises, options and assets of every kind and the liabilities of any person, firm, association, corporation or other legal entity either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation or otherwise.

E. To purchase or acquire property, business right or franchises or for any other object in or about its business affairs, to incur debts and to borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes or other evidence of indebtedness, and to acquire by purchase, gift or

otherwise, shares of its own corporate stock and cancel the same or any part thereof, or hold all or any of such stock for resale as treasury stock, or for the purpose of making stock dividends to its shareholders and to restrict the transferability of its outstanding shares to the extent reasonably necessary to protect the rights of the corporation and its shareholders in any stock purchase, contracts, or options that may be made between themselves or any of them.

F. To act as surety or creditor in any and all types of engagements, including the power to execute, endorse and deliver contracts and to guarantee the prompt and faithful performance for payment of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership or corporation, and to act as accommodation co-maker or guarantor on obligations either as primary or secondary obligor.

G. Without in any manner limiting any of the objects, purposes or powers of the corporation, the business or purposes of said corporation shall be from time to time to do any one or more of all of the acts or things herein set forth.

H. The several subdivisions contained in this paragraph of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers, conferred on business corporations, by the laws of the State of Idaho, all of which powers are expressly claimed.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The registered office of said corporation in the State of Idaho shall be located in the County of Ada, in the State of Idaho and the address of the registered office shall be 1221 W. Idaho, Suite 600, Boise, Idaho 83702. The registered agent for the corporation for the purpose of receiving notice and service of process shall be Bruce Smith at the address indicated for the registered office.

ARTICLE V

CORPORATE STOCK

No shares of stock have been issued as of the date of this amendment. The aggregate number of shares of stock which the corporation shall have authority to issue is 1,000 shares of no par common stock. The 1,000 shares of stock consist of 500 shares of Class A Restricted Common Stock and 500 shares of Class B Unrestricted Common Stock.

Class A Restricted Stock shall be nonvoting stock. Holders of Class A stock shall not be entitled to vote on any matter submitted to the shareholders for a vote, including, but not limited to, the acquisition, management, or disposition of corporate assets. Class A stock shall not qualify the shareholder for any use of corporate facilities or assets, shall not be subject to any monthly assessment for operation and maintenance of corporate facilities, and shall not be entitled to receive notice of shareholders or other meetings.

Class B Unrestricted Common Stock shall be voting stock. Holders of Class B stock shall be entitled to vote on any matter submitted to the stockholders, including, but not

limited to, the acquisition, management, or disposition of corporate assets. Class B stock shall be issued only in blocks of four shares. Each holder of four shares of Class B stock shall be entitled to use corporate facilities and assets under terms, conditions, and prices as established by the directors and shall be subject to monthly assessments as set by the directors. Each holder of an outstanding block of four shares of Class B stock shall be entitled to one vote per block of four shares on any matter submitted to the stockholders for a vote. Voting shall not be cumulative. If a holder of Class B stock desires to sell the stock, the corporation shall have the right to purchase the stock from the shareholder at the issuance price paid for the stock by the shareholder.

ARTICLE VI

INCORPORATORS

The names and addresses of the incorporators are as follows:

Howard F. Manly
2935 N. Mountain Rd.
Boise, Idaho 83702

L. A. Manly
3131 N. 24th Way
Boise, Idaho 83702

ARTICLE VII

INITIAL DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of such persons who are to serve as directors until the first meeting of shareholders or until their successors are appointed as follows:

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Howard F. Manly
2935 N. Mountain Rd.
Boise, Idaho 83702

L. A. Manly
3131 N. 24th Way
Boise, Idaho 83702

ARTICLE VIII

MANAGEMENT

The business of the corporation shall be managed by a board of at least three directors, except that if all the shares of the corporation are owned beneficially and of record by either one (1) or two (2) shareholders, the number of directors may be less than three (3) but not less than the number of shareholders. Directors need not be shareholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.

ARTICLE IX

BY-LAWS


The power to adopt, repeal and amend the By-Laws of the corporation shall be in the stockholders and the By-Laws may be amended, adopted, or repealed by a two-third vote of the stock issued and entitled to vote.

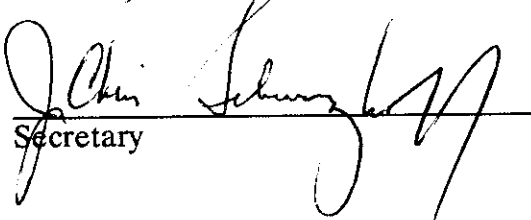
ARTICLE X

EFFECT OF AMENDMENTS

The foregoing Articles of Amendment correctly set forth the amendments duly adopted and supersede the original Articles of Incorporation, The Restated Articles of Incorporation, and all amendments thereto.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of April, 1997.



President



Secretary

STATE OF IDAHO)
) ss.
County of Ada)

and say: Larry D. Taylor and J. Chris Schwarzhoff, being first duly sworn, depose

That they are the President and Secretary, respectively, of Big Creek Lodge and Outfitters, Inc., an Idaho corporation, and are the persons who executed the above and foregoing Articles of Amendment and Restatement of the Articles of Incorporation of Big Creek Lodge and Outfitters, Inc., and that the facts set forth in said Articles of Amendment are true and correct.

SUBSCRIBED AND SWORN to before me, this 17th day of April, 1997.



NOTARY PUBLIC for Idaho
Residing at Boise, ID
Commission expires: 7/17/98

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