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- (f) To adopt and use a corporate seal;
- (g) To make contracts;
- (h) By its Board of Directors to appoint such officers and employees as may be decreed proper; define their authority and duties; fix their compensation; require bonds of such of them as it deems advisable and fix the penalty thereof; and appoint others to fill their places;
- (i) To adopt By-laws regulating the manner in which its officers and employees shall be appointed, its property transferred and the privileges granted to it by law exercised and enjoyed;
- (j) To acquire, hold, operate, mortgage, hypothecate, and dispose of any property (real, personal, or mixed) whenever necessary or appropriate to the carrying out of its lawful functions; and
- (k) To exercise such incidental powers as may reasonably be necessary to carry out the business for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with tax-exempt status under 501 (c) (3) of the Internal Revenue Code of the United States.

ARTICLE III

The name and post office address of the registered agent, and the location of the corporation's registered office in the State of Idaho is Steven Matheson, Post Office Box 2417, Hailey, Idaho, 83333; and 1981 Woodside Blvd, Hailey, Idaho, 83333, respectively.

ARTICLE IV

The number of directors of this corporation shall be not less than the number

required by the laws of the State of Idaho, the exact number of which shall be established in the By-laws. The Board of Directors shall conduct all of the business of the corporation except that business specifically designated to its Executive Committee. The names and addresses of the directors: Steven Matheson, P.O. Box 2417, Hailey, Idaho, 83333; John Mayne, P.O. Box 725, Hailey, Idaho, 83333; Edward Lowe, P.O. Box 2987, Hailey, Idaho, 83333; and William Jones, P.O. Box 1151, Hailey, ID, 83333.

ARTICLE V

The name and address of the incorporator is: Steven Matheson, P.O. Box 2417, Hailey, Idaho, 83333.

ARTICLE VI

The mailing address of the corporation shall be P.O. Box 2417, Hailey, Idaho, 83333.

ARTICLE VII

The corporation does not have voting members.

ARTICLE VIII

Upon dissolution the assets shall revert to and become the property of an eleemosynary institution accorded tax-exempt status under 501(c) (3) of the Internal Revenue Code of the United States to be designated by the Board of Directors; provided, however, that the just debts and liabilities of the corporation shall first be paid. Upon dissolution, none of the assets or property of the corporation shall devolve to the benefit of any officer, director, employee, or member of this corporation.

ARTICLE IX

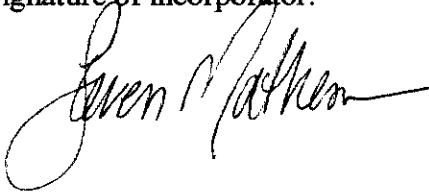
These Articles may be amended at any regular meeting of the board members of the corporation, or at a special meeting called for that purpose, by a two-thirds (2/3)

majority of the members present.

ARTICLE X

The private property of members of the corporation shall not be subject to the payments of corporate debts and no member shall become individually liable or responsible for any debts or liabilities of the corporation.

Signature of incorporator:

A handwritten signature in cursive script, appearing to read "Ewen Mathen", written in black ink.