



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

BIG CREEK RECREATION UNLIMITED, INC.

was filed in the office of the Secretary of State on the 7th day of April A.D., One Thousand Nine Hundred seventy-six and ~~will be~~ ~~duly~~ recorded on ~~Film~~ ~~No~~ 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 Yellow Pine, Idaho in the County of Valley

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 7th day of April, A.D., 19 76.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

4/1/76

ARTICLES OF INCORPORATION
OF
BIG CREEK RECREATION UNLIMITED, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being citizens of the United States of America and being of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho and for that purpose we do hereby certify as follows:

ARTICLE I.

That the name of the corporation shall be Big Creek Recreation Unlimited, Inc.

ARTICLE II.

That the term of the existence of this corporation shall be perpetual.

ARTICLE III.

That the registered office of this corporation and the principal place for transaction of its business is hereby designated as Yellow Pine, Idaho.

ARTICLE IV.

The objects and purposes for which this corporation is formed are, as principal, agent or otherwise, to do in the State of Idaho and any other State, territory or country, any and every of the things herein set forth to the same extent as natural persons might or could do, and this corporation shall have the authority to perform such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law. In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Idaho, it is hereby expressly provided that this corporation shall have the following powers:

A. To engage in the business of and to act as general contractors, builders, pavers, wreckers, concrete breakers and contractors, miners, dredgers, excavators, welldiggers, carpenters, woodworkers, cabinet makers, plumbers, electricians, drilling contractors, riveters, acoustical contractors, glaziers, roofers, tinsmiths, floorers, tile contractors, bricklayers, hod carriers, masons, quarry owners and operators, stone, sand, and gravel dealers, stonecutters, sand blasters, copper, tin, lead, aluminum, brass, bronze, nickel, zinc, iron, steel, and other metal producers and producers and processors, smiths,

machinists, tool and die makers, steamfitters, gasfitters, heating and air conditioning contractors, elevator contractors, waterproofing and fireproofing contractors, painters, decorators, plasterers, paperhangers, draftsmen and designers, and suppliers, equippers, and outfitters for the foregoing, and to engage in all other activities, render all other services, and handle and deal in all materials, supplies, and products incidental or related to or connected with any and every phase of the building and construction trades; to purchase, lease, or otherwise acquire and to erect, construct, build, establish, dredge, pave, mine, quarry, develop, and to raze, tear down, rebuild, repair, restore, remodel, alter, fireproof, waterproof, insulate, and clean and to sell, exchange, rent, license, or otherwise dispose of and to outfit, supply, equip, furnish, manage, inspect, use, own, hold, service, and operate and to deal and trade in and with real estate lands, lots, acreage, fields, yards, waterways, roads, streets, parks, gardens, piers, docks, wharves, beaches, swimming pools, homes, and buildings of every kind and description and parts thereof and appurtenances thereto, and all other structures, establishments, and shelters of every kind and description, mines, oil wells, quarries, sand and gravel pits, tar pits, lime pits, and other pits, beds, and deposits, machine shops, tool and die plants and establishments, showrooms, laboratories, and other factories, mills, plants, buildings, yards, and fields of every kind and description.

B. To acquire real property by purchase, lease, or otherwise; to erect, repair, and maintain hotel and motel buildings, garages, and other structures thereon. To conduct a general hotel, motel, restaurant, and cafe business. To establish, maintain, and operate news stands, tobacco counters, novelty shops, theater ticket agencies, barber shops, hair-dressing and manicuring parlors, garages, tennis courts, and swimming pools.

C. To engage in the business of a gasoline service station. To import, buy, or otherwise acquire, own, hold, use, export, sell, or otherwise dispose of, gasoline, kerosene, lubricating oils and greases, antifreezes, tires, batteries, and all other supplies and accessories necessary or convenient for servicing automobiles and other vehicles and automotive equipment, and generally to do all things customarily done by gasoline service stations, including, without limitation, servicing, repairing, lubricating, washing, waxing, and polishing automobiles and other vehicles.

D. To buy, sell, exchange, let for hire, and deal in, at wholesale or retail and as principal or agent, firearms, and their appurtenances; ammunitions; fishing rods, tackle, and bait; boats and canoes; ice boats; snowshoes; skates; sleds, electrical goods; cutlery; compasses; tents; decoys; blankets; footwear, headwear, clothing; goods; supplies, and equipment of all kinds for hunters, dog owners, trap and target shooters, campers, fishermen, explorers, prospectors, timber cruisers, lumbermen, surveyors, and engineers; for golf, croquet, tennis, baseball, football, basketball, hockey, and polo players, athletes, yachtsmen, canoeists, swimmers, archers, trappers, campers, motorists, travelers, and for all persons pursuing out-of-door sports, recreations, or callings of any kind.

E. To own, operate, conduct, and maintain a camp or camps for recreational and general health purposes; to acquire all real estate and equipment necessary therefore by purchase, lease, or otherwise, and to equip and fit out and adapt the same for such purposes; to construct, build, operate, and maintain, lease, hire, or otherwise acquire cabins, lodges, tents, recreational halls, living quarters, and accommodations of any and all kinds, motor boats, canoes, skiffs, and boats of any and all descriptions, boat houses, bath houses, bathing beaches, tennis courts, golf courses, baseball fields, and all facilities for sports and recreations of all kinds.

F. To conduct the business of a guide and pack service for hunters, fishermen, photographers, naturalists, environmentalists, and all other persons or groups of persons.

To establish, maintain and operate camps, of all types and descriptions, lodges and other buildings; to acquire all real property, equipment, horses and mules and all other domestic quadrupeds and equipment necessary to conduct this business.

G. To build, own, operate, conduct and maintain a resort or resorts for all types of skiing; to acquire all real estate and equipment necessary therefor by purchase, lease, or otherwise, and to equip and fit out and adapt the same for such purposes; to construct, build, operate, and maintain, lease, hire or otherwise acquire ski equipment chairlifts, aerial trams, lodges, cabins, recreation halls, dining rooms, and accommodations of any and all types of recreational sports and activities.

H. To lease, let, buy, sell, control, mortgage, pledge, hypothecate, own, acquire, conduct, operate and carry on the construction and leasing of buildings, for retail operation or otherwise, or any other business of every kind or character whatsoever, at retail, wholesale, service or otherwise.

I. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation.

J. To purchase, own, sell, lease, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal and real property of every kind and character, debts, dues and demands, or choses in action, and each and every kind of personal property, evidences of debts, bonds, stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business or otherwise, including the purchase and sale of its own common stock which has heretofore been issued to a stockholder.

K. To borrow and lend money from and to any person, firm, association, and to make, take and execute notes, mortgages, bonds, deeds of trust, debenture bonds or other evidences of indebtedness to secure payment thereof, or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation or otherwise.

L. To own, hold, lease or sublet, or to conduct on its own account or for any person, firm, association or corporation, all and every kind of merchandise, business or pursuit necessary or proper to carry on an account of the business of said corporation.

M. To build, repair, reconstruct, locate, relocate any and all necessary buildings of any kind or character and at any place proper or convenient to carry on any or all of the business of said corporation.

N. To also have, in addition to said foregoing powers, all authority, powers and rights granted by the laws of the State of Idaho and any amendment thereof.

O. To enter into any sort of partnership with any persons, corporate or otherwise and to guarantee the contract, debt, obligation or liability of any person, corporate or otherwise.

P. To make any gifts of any property whatsoever, including without limitation thereto its own shares.

Q. To do and perform every act and thing necessary to carry out the above enumerated purpose, or which may be calculated, directly or indirectly, to advance the interests of the company, or to enhance the value of its stock, holdings and property of every kind and character.

ARTICLE V.

The number of directors of this corporation shall be no more than seven or less than three, unless less than three as may be permitted by law, provided, however, subject to the requirements of law, the number of directors can be changed by a majority vote of the shareholders at any annual meeting thereof.

ARTICLE VI.

The total number of shares of stock which the corporation shall have the authority to issue shall be 250,000 shares of common stock of the par value of One Dollar (\$1.00) per share, one vote per share, the only capitalization of this corporation, for a total capitalization of \$250,000.00. Each share of common stock shall have the same rights, privileges and voting powers and the same shall be fully paid and non-assessable. Said shares shall not have pre-emptive rights.

In all elections for directors of this corporation, every shareholder shall have the right to vote in person or in proxy for the number of shares of stock owned by him for as many persons as are directors to be elected or to cumulate his said shares and give any one candidate as many votes as the number of directors multiplied by the number of his shares of stock shall equal, or to distribute them on the same principal among as many candidates as he shall think fit, and such directors shall not be elected in any other manner.

ARTICLE VII.

The amount of common stock actually subscribed is three (3) shares by the incorporators whose names, post office addresses and amounts subscribed are herein set forth:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Bruce Minter	Cascade, Idaho	1
Roxy Minter	Cascade, Idaho	1
Carolyn R. Fouts	Boise, Idaho	1

ARTICLE VIII.

The private property of the shareholders of the corporation shall not be subject to any payment of corporate debts to any extent whatever, except every shareholder is individually and personally liable for the debts and liabilities of the corporation to the full amount unpaid upon any subscription to shares of stock made by him as provided in Section 30-124, Idaho Code, Annotated, and as such may be amended.

ARTICLE IX.

The corporation reserves the right to amend, endorse or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the shareholders represented in person or by proxy at any annual meeting of the shareholders or at any special meeting duly called for that purpose, excepting only where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 6th day of April, 1976.

Bruce Minter
Bruce Minter

Roxy Minter
Roxy Minter

Carolyn R. Fouts
Carolyn R. Fouts

STATE OF IDAHO) ss.
County of Ada)

On this 6th day of April, 1976, before me, the undersigned, a Notary Public in and for said State, personally appeared Bruce Minter, Roxy Minter, and Carolyn R. Fouts, 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.

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

Notary Public for Idaho
Residing at Boise, Idaho