



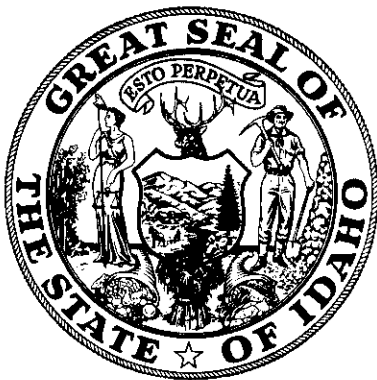
CERTIFICATE OF INCORPORATION  
OF

DOWN RIVER, 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 the above named corporation, 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: March 26, 1986



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF  
DOWN RIVER, INC.

RECEIVED  
SEC. OF STATE  
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THE UNDERSIGNED, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation is DOWN RIVER, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the Corporation is organized is to conduct the business of operating a resluarant, grocery/convenience store and recreational vehicle park.

FOURTH: The aggregate number of shares which the Corpora-  
tion shall have authority to issue is TEN THOUSAND (10,000). The  
par value of such shares shall be ONE AND NO/100ths (\$1.00)  
Dollar per share and shall be of one class.

FIFTH: The sale of stock of the corporation, after the  
original issue of stock, is restricted as follows:

No transfer of stock shall be valid, until thirty (30) days  
after the corporation, through its secretary, shall have had  
written notice of the proposed sale, the number of shares pro-  
posed to be sold, the price at which the proposed sale is to  
be made, and the name of the prospective buyer. During said  
thirty (30) days the corporation shall have the option to buy,  
at the price set by seller, any shares of outstanding stock  
before its owner, or the person in whose name it stands on  
the books of the corporation, may transfer them. Should the  
corporation not have the funds to buy the shares or should it  
deem it undesirable to purchase them for any other reason,

another existing shareholder or shareholders shall have the option for an additional thirty (30) days of purchasing the shares at the price set by the seller in proportion to the number of shares then held by said shareholders. If not exercised within this time, any sale to third persons shall be valid. Should the corporation not purchase the stock, then;

A stockholder who desires to sell his shares of stock, he must then first offer them for sale on the same terms and conditions to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

SIXTH: Provisions for the regulation of the internal affairs of the Corporation shall be as set forth in the Corporation's By-Laws.

SEVENTH: The address of the initial registered office of the Corporation is Hwy 93 North, North Fork, Idaho 83466 and the name of its initial registered agent at such address is Charles David Freel.

EIGHTH: The number of directors constituting the initial board of directors of the Corporation is Two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
Judith M. Seeger	P.O. Box 942, Salmon, Idaho 83467
Charles David Freel	P.O. Box 1070, Salmon, Idaho 83467

NINTH: The name and address of each incorporator is:

NAME


Judith M. Seeger  
Charles David Freel

ADDRESS

P.O. Box 942, Salmon, Idaho 83467  
P.O. Box 1070, Salmon, Idaho 83467

DATED This 24<sup>th</sup> day of March 1986.

INCORPORATORS:

  
JUDITH M. SEEGER

  
CHARLES DAVID FREEL