

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BEST OF IDAHO, INCORPORATED

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 _____

BEST OF IDAHO, INCORPORATED

duly signed pursuant to the provisions of the Idaho Nonprofit 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 July 24, 1989.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

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SEC. OF STATE

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ARTICLES OF INCORPORATION

OF

BEST OF IDAHO, INCORPORATED

JUN 15 8 43 AM '89
SECRETARY OF STATE
STATE OF IDAHO

We, the undersigned, residents of the State of Idaho, desiring to form a corporation pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30 of the Idaho Code, do hereby make, subscribe, and acknowledge these Articles as follows:

ARTICLE I

NAME

The name of the corporation shall be BEST OF IDAHO, INCORPORATED.

ARTICLE II

PURPOSES, POWERS, AND PHILOSOPHY

(a) The corporation is organized as a nonprofit Corporation under the Idaho Nonprofit Corporation Act for the exclusive purpose of engaging in charitable, benevolent, eleemosynary, educational, and scientific activities and pursuits, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and not for the purpose of engaging in any activity for pecuniary profit. In particular, the Corporation is organized for the purposes relating to and the promotion of destination adventure travel and tourism in the state of Idaho.

(b) The Corporation shall have and exercise all lawful powers necessary or convenient to carry out any or all of the purposes for which the Corporation is organized.

(c) The Corporation is irrevocably dedicated to, and operated exclusively for, nonprofit purposes; and no part of the net earnings, income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

(d) The Corporation shall not engage in any activity that is not permitted by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954, or by a corporation, contributions to which are deductible under Section 170 (c) (6) of the Internal Revenue Code of 1954, or any corresponding future provisions of the Internal Revenue Code.

(e) This Corporation shall indemnify any trustee or officer or former trustee or officer of the Corporation, or any person who may have served at its request as a trustee, director or officer of another corporation, whether for profit or not-for-profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such trustee, director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such trustee, director or officer may be entitled, under any bylaw, agreement, or vote of the members or otherwise.

ARTICLE III

DISTRIBUTION OF ASSETS OF THE CORPORATION

This Corporation and its property are irrevocably dedicated to the promotion of destination adventure travel. Upon the liquidation, dissolution or abandonment of the Corporation, if any such condition should occur, its property shall not inure to the benefit of any private person. All the money, property, and proceeds of property and distributions on liquidation, dissolution or abandonment of the Corporation, shall pass to and be distributed to some recognized charitable and benevolent institution qualified under law to accept such distribution, which property so distributed shall be used solely for acknowledged charitable purposes.

ARTICLE IV

ORGANIZATION

This Corporation shall have no capital stock. Its organization is one of membership.

ARTICLE V

MEMBERSHIP

(a) There shall be two (2) classes of membership: voting and nonvoting.

(i) The nonvoting member, who shall be known as the Corporate Members, will be the staff, supporters and participants of the Best of Idaho, Incorporated.

(ii) The voting members shall be those persons who are members of the Board of Directors. The term of voting members shall commence contemporaneously with their election to the Board of Directors and extend for the duration of their tenure as Directors.

(b) Membership shall be limited to the following categories:

- (i) Extended river trips/excursions - 3 members,
- (ii) Day river trips - 3 members,
- (iii) Cross-country skiing - 3 members,
- (iv) Hiking - 2 members,
- (v) Rock/mountain climbing - 2 members,
- (vi) Hot air ballooning - 1 member,
- (vii) Bicycling - 2 members,
- (viii) Fishing - 3 members.

(c) A member can be involved in more than one category.

(d) The voting members shall act upon the following matters to the exclusion of the nonvoting members.

- (i) The borrowing of money for any purpose;
- (ii) The purchase, sale, lease, disposition or hypothecation of real property of the corporation;
- (iii) Appointment of fiscal auditors;
- (iv) Approval of annual operating and capital budgets;
- (v) Approval of membership applications;

- (vi) Approval of adjustments of membership categories and amounts;
- (vii) Filling vacancies which might occur in the Board of Directors;
- (viii) The appointment of the Executive Director of the Corporation;
- (ix) The adoption, altering, amending or repealing of the Articles and Bylaws of the Corporation;
- (x) Liquidation, dissolution, winding up or abandonment of the Corporation;
- (xi) Cash management.

(e) Including the powers enumerated in (b) above, the Corporate Members delegate total authority and responsibility to the Board of Directors for the operation and management of this corporation in accordance with Article III hereof.

ARTICLE VI

BOARD OF DIRECTORS

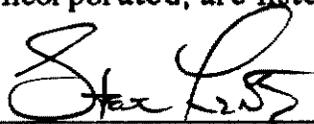
- (a) The Corporate Members shall elect a Board of Directors.
- (b) The Board of Directors shall manage and conduct the affairs and business of this Corporation directly or through its officers and committees.
- (c) The Board of Directors referred to hereinafter as Directors, shall consist of at least three (3) and not more than five (5) members, one of whom shall be the Director of Best of Idaho, Incorporated. The method of selection of Directors and government of the activities of the Directors shall be as provided in the Bylaws. The name and address of the initial Directors who shall serve until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM OF OFFICE</u>
<u>Steve Lentz</u>	<u>P. O. Box 54</u> <u>Sun Valley, Idaho 83353</u>	<u>2 years</u>
<u>Patti Lentz</u>	<u>P. O. Box 54</u> <u>Sun Valley, Idaho 83353</u>	<u>2 years</u>
<u>Steve Jones</u>	<u>P. O. Box 6</u> <u>Garden Valley, Idaho 83622</u>	<u>2 years</u>
<u>Steve Haims</u>	<u>Star Route</u> <u>Ketchum, Idaho 83340</u>	<u>2 years</u>

ARTICLE VII

INCORPORATORS

The names, addresses, and signatures of the incorporators of Best of Idaho, Incorporated, are listed below:



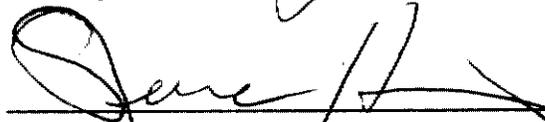
 Steve Lentz P. O. Box 54 Sun Valley, Idaho 83353



 Patti Lentz P. O. Box 54 Sun Valley, Idaho 83353



 Steve Jones P. O. Box 6 Garden Valley, Idaho 83622



 Steve Haims Star Route Ketchum, Idaho 83340

ARTICLE VIII

DURATION

This Corporation shall have perpetual existence.

ARTICLE IX

REGISTERED AGENT AND OFFICE

The Corporation designates Patti Lentz whose street address is 110 Aspen Lakes Drive, Hailey, Idaho, its initial registered agent and that such address shall be its initial registered office until hereafter changed.