



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

SPORTSMAN'S BEANGRI-LA, INC.

was filed in the office of the Secretary of State on the Nineteenth day of April, A.D. One Thousand Nine Hundred Sixty-five 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 Forty-five years from the date hereof, with its registered office in this State located at (P.O. Address Challenged) Moyers Cove in the County of Lemhi.

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 19th day of April, A.D., 1965.

Secretary of State.

ARTICLES OF INCORPORATION
OF
SPORTSMAN'S SHANGRI-LA, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt articles of incorporation as follows:

ARTICLE I

The name of the proposed corporation is SPORTSMAN'S SHANGRI-LA, INC.

ARTICLE II

The purposes of the corporation are to purchase, own, improve, equip, operate and manage a ranch or ranches and engage in any agricultural or husbandry pursuits to include but not exclusively, the promotion and development of hunting and fishing lodges, clubs and associations, specifically authorizing the sub-leasing, managing, operation, licensing or permissive use of any or all of the property so controlled, owned or managed in any organization whatsoever, profit or non-profit, with the further right, privilege and authorization to borrow, fund or expend monies for the promotion and development of the said property and all acts and undertakings pertinent, proper and necessary to the above not otherwise restricted by the laws of the State of Idaho or of the United States of America.

ARTICLE III

The duration of the corporation shall be a period of forty-five (45) years with the right and privilege of renewal and continuation of same in accordance with the laws of the State of Idaho.

ARTICLE IV

The location and post office address of the registered

office of the corporation in the State of Idaho is Meyers Cove, County of Lemhi, State of Idaho; mailing address, K. R. Stricker, Challis, Idaho.

ARTICLE V

The total authorized number of par value shares is one million. The aggregate par value of the total authorized number of par value shares is one million.

ARTICLE VI

The stock of the corporation is divided into one million shares of common stock, there being no authorized issue of preferred or non-par stock. All stock in the corporation shall be common non-preferred with a par value of One Dollar (\$1.00) per share with equal relative rights and voting powers and without preferences or restrictions of any kind whatsoever imposed upon any of the shares.

ARTICLE VII

The names and post office address of each of the incorporators and the number and class of shares for which each subscribes is:

J. M. Burrup, 100 shares
6623 E. Stallion Road
Scottsdale, Arizona

J. R. Burrup, 100 shares
Holiday Lodge
Idaho Falls, Idaho

John G. Brennan, 100 shares
404 Del Webb Building
Phoenix, Arizona

Robert P. Gehrandt, 100 shares
404 Del Webb Building
Phoenix, Arizona

ARTICLE VIII

The time of the commencement of this corporation shall be the day the Certificate of Incorporation is issued by the Secretary of State of the State of Idaho and recorded in the office of the County Recorder of Lemhi County, Idaho.

IN WITNESS WHEREOF, we hereunto affix our signatures
this 26th day of February, 1965.

LAW OFFICES

JOHN G. BRENNAN

SUITE 404, DEL WEBB BLDG.

3800 NORTH CENTRAL AVE.

PHOENIX, ARIZONA 85012

J. M. BURRUP

JOHN G. BRENNAN


J. R. BURRUP

ROBERT P. GEHRANDT

STATE OF ARIZONA)
County of Maricopa) ss.

On this the 20th day of February, 1965, before me, the undersigned Notary Public, personally appeared J. M. BURRUP, J. R. BURRUP, JOHN G. BRENNAN and ROBERT P. GEHRANDT, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

My Commission Expires:
February 7, 1969