

CERTIFICATE OF INCORPORATION
OF

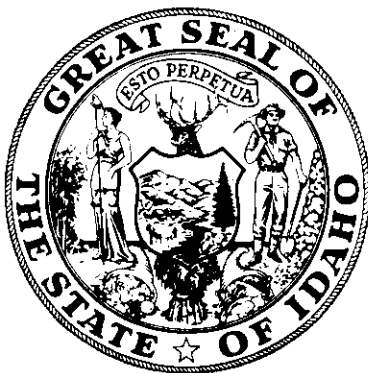
R. R & M. INC.

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 R. R & M. INC.

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: January 12, 1984



SECRETARY OF STATE

by: _____

JAN 2 1983

ARTICLES OF INCORPORATION
OF
R, R & M, INC.

DEC 27 9 35 AM '83
IDAHO STATE

KNOW ALL MEN BY THESE PRESENTS:

That we, Richard H. Kassebaum, Laurie Yeager, and Christine Jensen of Ketchum, Blaine County, Idaho, all being persons of full age and citizens of the United States of America, do hereby, as incorporators hereof, form a corporation under the provisions of the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such corporation, as follows:

I.

That the name of said corporation is R, R & M, Inc.

II.

The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

"The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the business Corporation Law of Idaho."

III.

That the duration of said corporation shall be perpetual.

IV.

That the location of the registered office of said corporation

in Idaho shall be: Ketchum, Blaine County. Branch offices or places of business of said corporation may be hereafter established at any other place either within or without the State of Idaho whenever necessary in the judgement of the Board of Directors for the proper prosecution of the objects and purposes of said corporation. The mailing address of said corporation shall be P.O. Box 2450, Ketchum, Idaho 83340. The registered agent shall be Richard H. Kassebaum, whose address is c/o Resort Reservations, 271 2nd St., Ketchum, Idaho 83340.

That the shares of stock of said corporation are not to be classified and shall all be common stock, and that the authorized shares of said corporation shall be one hundred thousand (100,000) of the par value of One Hundred Thousand and No/100 Dollars (\$100,000.00). Each issued share of common stock shall be entitled to one (1) vote. No other class of stock is to be offered, and the above common stock shall be considered that type of stock as is authorized by Section 1244 of The United States Internal Revenue Code.

The said shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable.

VI.

That the number of Directors of said corporation shall be fixed by the By-Laws of the Corporation; provided however, said corporation shall have not less than three (3) nor more than five (5) Directors.

The first Board of Directors shall be three in number and shall serve until the annual election of Directors in the year 1984.

The first Board of Directors shall consist of:

Richard H. Kassebaum	P.O. Box 2450
	Ketchum, Idaho 83340

Laurie Yeager

P.O. Box 1220
Sun Valley, Idaho 83353

Christine Jensen

P.O. Box 1130
Sun Valley, Idaho 83353

VII.

That the qualifications, term of office, manner of election, time and place of meetings and the powers and duties of the directors of this corporation shall be prescribed by the By-Laws.

That the qualifications, term of office, manner of election, time and place of meetings and the powers and duties of the directors of this corporation shall be prescribed by the By-Laws.


That the Directors of the corporation shall have the power and authority to alter, repeal and amend the By-Laws, and adopt new By-Laws of the corporation, in the manner fixed by the By-Laws of the corporation.

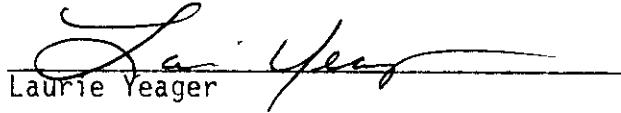
VIII.

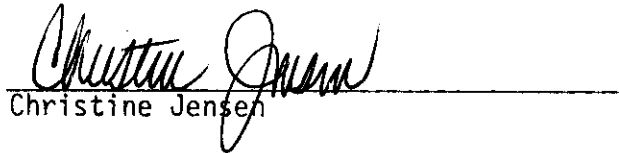
That the names and post office addressed of the incorporators of said corporation and the number of shares therein subscribed by each of said incorporators are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>
Richard H. Kassebaum	P.O. Box 2450 Ketchum, Idaho 83340	1 share
Laurie Yeager	P.O. Box 1220 Sun Valley, Idaho 83353	1 share
Christine Jensen	P.O. Box 1130 Sun Valley, Idaho 83353	1 share

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 16th
day of December, 1983.


Richard H. Kassebaum


Laurie Yeager


Christine Jensen

STATE OF IDAHO)
) ss.
County of Blaine)

On this 16th day of December, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared RICHARD H. KASSEBAUM, LAURIE YEAGER, and CHRISTINE JENSEN known to me to be the persons whose names are subscribed to the within, 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 and year in this certificate first above written.


Residing at Ketchum, Idaho