

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

RIVER MOUNTAIN RENDEZVOUS, 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: April 30, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION
OF
RIVER MOUNTAIN RENDEZVOUS, INC.

KNOW ALL MEN BY THESE PRESENTS THAT THE UNDERSIGNED, GERALD A. LINDSEY, JIM SPICKELMIRE, and SHANNON D. LINDSEY, being three natural persons of full age, who are citizens of the United States have this day voluntarily associated themselves for purposes of private domestic corporation under the laws of the State of Idaho and to that end do hereby adopt Articles of Incorporation as follows:

FIRST: **Corporate Name.** The name of the corporation shall be River Mountain Rendezvous, Inc.

SECOND: **Corporate Existence.** The period of existence and duration of the life of this corporation is perpetual.

THIRD: **Registered Office and Registered Agent.** The physical location of the registered office shall be in care of Shannon D. Lindsey, Deer Creek Road, White Bird, ID 83554, with the mailing address being Post Office Box 16, White Bird, ID 83554. The registered agent to accept service of process at the foregoing rural address will be Shannon D. Lindsey, with the same physical and mailing address as set forth previously in this paragraph.

FOURTH: **Corporate Purposes:** The nature of the business and object and purposes of the business to be transacted, promoted and carried on are the doing of any and all of the following things herein mentioned as full and to the same extent as natural persons might or could do in any part of the world:

1) To generally engage in for hire, or under contract, the business of outfitting and guiding within the State of Idaho which activities shall include all kinds of outdoor outfitting, including hunting, fishing, biking, floating, rafting, jet boating, horse packing, horseback use, and any other general activity associated with or implied within the meaning of those particular activities. Furthermore, the corporation shall be in the business of booking

recreational activities through the outfitting and guiding format for all purposes previously mentioned herein. The corporation shall be in the business of selling memberships for discount purposes to its members which services would include all types of outdoor outfitting or recreational activities of every kind and description. Included within the booking function and the sale of memberships shall be the authority to deal generally with members of the public and provide them housing in the form of motels, lodges, and wilderness camping and to generally sell and deal with the sale of all guided or unguided recreational activities of every kind and description. The corporation shall be specifically authorized to deal with outfitters of every kind and description for purposes of providing discount fares or full fares to members who might join the activity and qualify for the services provided by the corporation.

2) To do the things necessary and incidental to the purpose and things set forth in the preceding paragraph which may be deemed necessary and reasonable by the Board of Directors.

3) To have and exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations, organized pursuant to the laws under which this corporation is organized, and to do any and all acts mandatory thereof and supplemental thereto.

4) To invest the assets of the corporation in property of every kind and character, whether real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, choses in action, security, stocks, bonds, warrants, mortgages, notes, and other obligations and evidences of interest indebtedness of any persons, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof. That the corporation shall have the power to deal in real estate of all forms regardless of whether it be leasing, owning outright, investing in, or the sale or development of any real property, wherever situated, including the operation and management of those apartments, motels, condominiums of every kind and character or

description whatsoever, including the development of currently undeveloped property into subdivision, industrial developments or improved real estate of all kinds.

5) To hire and employ service agents, employees and to enter into agreements of employment and collective bargaining, and to act as agent, contractor, trustee, factor or otherwise, either alone or in any company with others.

6) To let concessions to others, and to do any of the things that this corporation is empowered to do, and to make, perform, and carry out contracts and arrangements of every kind and character of any person, firm, association or corporation, or any government or authority or subdivision thereof.

7) To lease equipment from any other corporation, and to pay rents for such leased equipment to the owner thereof under any circumstances deemed reasonable by the Board of Directors.

Nothing in these paragraphs and this section shall be construed as giving this corporation the rights, powers or privileges not permitted to it by law, but the occurrence in any of the foregoing clauses of this article of any purpose, power or object not prohibited by the laws of the State of Idaho of the United States of America, or any other state, or district in which this corporation may carry on business shall not invalidate any other purpose, power, or object not otherwise prohibited by reason of contiguity or apparent association therewith.

8) To acquire and to make payment therefor in cash for the stocks or bonds of the corporation, or by undertaking or assuming any obligations and liabilities of the transferor, or in any manner dispose of the whole or any part of the property so purchased; to conduct in a lawful manner the whole or any part of the property so purchased; to conduct in a lawful manner the whole or any part of the business so acquired, and to exercise all of the powers necessary or convenient for the conduct and management hereof.

FIFTH: Directors Powers: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1) To make and alter bylaws of this corporation; to fix the amount to be reserved as working capital over and above its capital stock paid in; and to authorize and cause to be executed, mortgages and liens upon the real property and personal property of this corporation.

2) Pursuant to the affirmative vote of 75% of the issued and outstanding stock having voting power, or when authority by the written consent of at least 100% of the holders of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and corporate franchise, upon such terms and conditions as its Board of Directors deems expedient and for the best interest of the corporation.

SIXTH: Corporate Stock: The capital stock of this corporation shall be \$25,000 and shall be divided into 250 shares of stock at the par value of \$100 per share. No distinction shall exist between the shares of this corporation, and all such shares shall have the same right in the corporation.

SEVENTH: Capitalization: All or any portion of the capital stock may be issued for cash or payment for real or personal property, services, or any other right, or thing of value, for the uses of the corporation and when so issued shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, thing, or right acquired in exchange for the capital stock.

EIGHTH: Increased Capitalization: From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportion as shall be determined by the Board of Directors and may be permitted by law.

NINTH: Incorporators: The name and address of each of the incorporators and a statement of the total number of shares subscribed for by each is as follows:

Gerald A. Lindsey	1 share	\$100
P.O. Box 108		
White Bird, ID 83554		

Jim Spickelmire
724 South C
Grangeville, ID 83530

1 share

\$100

Shannon D. Lindsey
P.O. Box 16
White Bird, ID 83554

1 share

\$100

TENTH: Initial Board of Directors: The names and addresses of the initial Board of Directors shall be Gerald A. Lindsey, of P.O. Box 108, White Bird, ID 83554, Jim Spickelmire, of 724 South C, Grangeville, ID 83530, and Shannon D. Lindsey, of P.O. Box 16, White Bird, ID 83554.

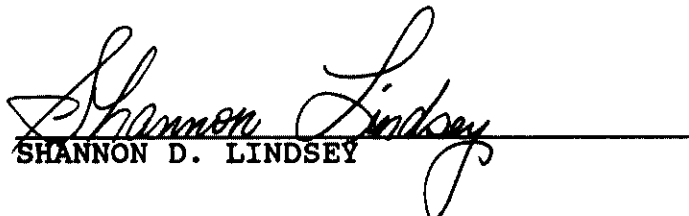
ELEVENTH: Amendment of Articles: This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the statute, and all the rights conferred upon the stockholders herein are granted, subject to this resolution.

TWELFTH: Limitation of Liability: The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

We, the undersigned, being each one of the original subscribers to the capital stock herein named for the purpose of forming a corporation to do business both within and without the State of Idaho, in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying the facts stated are true, and we respectfully agree to take the number of shares hereinabove set opposite our names and accordingly have hereunto set our hands and seals this 26 day of April, 1993.


GERALD A. LINDSEY


JIM SPICKELMIRE


SHANNON D. LINDSEY

STATE OF IDAHO)
County of Idaho) ss

On this 26 day of April, 1993, before me,
a Notary Public in and for said County and State, personally
appeared GERALD A. LINDSEY, known to me to be the person whose name
is subscribed to the within instrument and he acknowledged to me
that he freely executed the same.

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

(NOTARY SEAL)

Notary Public for the State of Idaho,
Residing at Grangeville, therein.
My commission expires 12-25-94.

STATE OF IDAHO)
County of Idaho) ss

On this 20 day of April, 1993, before me,
a Notary Public in and for said County and State, personally
appeared JIM SPICKELMIRE, known to me to be the person whose name
is subscribed to the within instrument and he acknowledged to me
that he freely executed the same.

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

(NOTARY SEAL)

Notary Public for the State of Idaho,
Residing at Grangeville, therein.
My commission expires 12-25-94.


STATE OF IDAHO)
County of Idaho) ss

On this 26 day of April, 1993, before me,
a Notary Public in and for said County and State, personally
appeared SHANNON D. LINDSEY, known to me to be the person whose
name is subscribed to the within instrument and he acknowledged to
me that he freely executed the same.

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

(NOTARY SEAL)

1 year first above written.



Notary Public for the State of Idaho,
Residing at Grangeville, therein.
My commission expires 12-25-94.

IDAHO SECRETARY OF STATE			
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