

Department of State.

CERTIFICATE OF AUTHORITY
OF

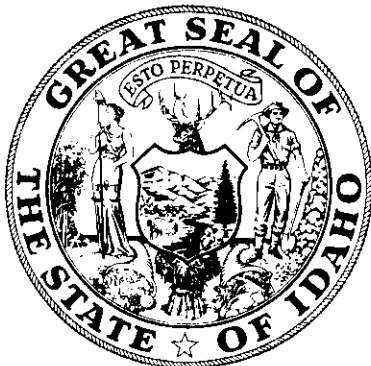
YELLOWSTONE ADVENTURES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of YELLOWSTONE ADVENTURES, INC.

_____ for a Certificate of Authority to transact business in this State,
duly signed and verified 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 Authority to YELLOWSTONE ADVENTURES, INC. to transact business in this State under the name YELLOWSTONE ADVENTURES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated December 29th, 19 81



Robt. C. Casanova

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Yellowstone Adventures, Inc.
2. *The name which it shall use in Idaho is Yellowstone Adventures, Inc.
3. It is incorporated under the laws of Montana
4. The date of its incorporation is December 6, 1976 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 215 Canyon St., West Yellowstone, Montana 59758
6. The address of its proposed registered office in Idaho is Route 9 - Box 181,
Idaho Falls, Idaho 83402, and the name of its proposed registered agent in Idaho at that address is Terry L. Crapo
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Conduct Snowmobile Rental Business
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Jerald D. Schmier	Director -	315 Dunraven
	President	West Yellowstone, MT 59758
Verlene Schmier	Director -	315 Dunraven
	Secy-Treas.	West Yellowstone, MT 59758
Bradley D. Schmier	Director -	Box 1029 Duck Creek Road
	Vice President	West Yellowstone, MT 69758

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>5,000</u>	<u>Common</u>	<u>\$1.00</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$1.000

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated December 10, 19 81

YELLOWSTONE ADVENTURES, INC.

By Jerald D. Schmier
Its _____ President

and Verlene Schmier
Its _____ Secretary

STATE OF MONTANA)
COUNTY OF Gallatin) ss:

I, Mary Carter, a notary public, do hereby certify that on this 11th day of December, 19 81, personally appeared before me Jerald D. Schmier and Verlene, who being by me first duly sworn, declared that ~~xx~~ they are Secretary, respectively, ~~xx~~ the President and/ of YELLOWSTONE ADVENTURES, INC.

they Secretary, respectively, that ~~xx~~ signed the foregoing document as President and/ of the corporation and that the statements therein contained are true.

Mary Carter
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

SECRETARY OF STATE
STATE OF MONTANA

Jim Waltermire
Secretary of State

State Capitol
Helena, Montana 59620

CERTIFICATION

I hereby certify that the attached is a true and complete copy
of the 5 page document(s) on file in this office.

DATED: December 18, 1981

Jim Waltermire
SECRETARY OF STATE

By: Florence Hersley
Deputy

Office of the Secretary of State



OF THE STATE OF MONTANA

CERTIFICATE OF INCORPORATION

I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that duplicate originals of Articles of Incorporation for the incorporation of

YELLOWSTONE ADVENTURES, INC.

duly executed pursuant to the provisions of Section 15-2247 of the Revised Codes of Montana, 1947, have been received in my office and are found to conform to law.

NOW, THEREFORE, I, FRANK MURRAY, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation to

YELLOWSTONE ADVENTURES, INC.

and attach hereto a duplicate original of the Articles of Incorporation.

IN WITNESS WHEREOF, I have
hereunto set my hand and affixed the
Great Seal of the State of Montana,
at Helena, the Capital, this 6th

(GREAT SEAL)

day of December A.D. 19 76

Frank Murray
FRANK MURRAY
Secretary of State

Jo Ann Woodgerd
By *Jo Ann Woodgerd*
GALE M. WATTS
Chief Deputy

249337

FILED

DEC 6 - 1976

FRANK MURRAY

SECRETARY OF STATE

By Samuel W. Brown
Pd. \$ 70.00 DeputyARTICLES OF INCORPORATION
OF
YELLOWSTONE ADVENTURES, INC.

The undersigned, being a person of legal age and acting as the incorporator of the corporation herein being organized pursuant to the provisions of the Montana Business Corporation Act and the acts amendatory thereof and supplemental thereto, hereby adopts the following articles and certifies that:

FIRST: The name of the corporation (hereinafter called the "corporation") is Yellowstone Adventures, Inc.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purposes for which the corporation is formed are as follows:

(a) to carry on a commercial business for the sale, lease or rental of recreational facilities and equipment and to enter into, negotiate, execute, acquire and assign contracts with respect to licensing arrangements or franchising or other rights in respect of such commercial activities; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business;

(b) to engage in whole or in part in the business of lending or advancing money on the security of goods, wares and merchandise whether or not such goods, wares and merchandise are sold by this corporation;

(c) to enter into partnership agreements or joint ventures with any other person, firm or corporation;

(d) to become surety for or guarantee the performance of any contract, lease or obligation of any kind of any person, firm or corporation in connection with the carrying on of any business; and

(e) to have all of the powers conferred upon corporations organized under the Montana Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 50,000, all of which are of a par value of One Dollar (\$1.00) each and are of the same class and are to be Common Shares.

FIFTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and

any and all of such shares, bonds, securities or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SIXTH: For the regulation of the business and the conduct of the affairs of the corporation, it is further provided:

1. Whenever the corporation shall be engaged in the business of exploiting natural resources, dividends may be declared and paid in cash out of the depletion reserves at the discretion of the Board of Directors and in conformity with the provisions of the Montana Business Corporation Act.

2. The Board of Directors of the corporation may, from time to time, and in conformity with the provisions of the Montana Business Corporation Act, distribute to its shareholders out of capital surplus of the corporation a portion of its assets in cash or property.

3. In addition to the authority otherwise conferred by the Montana Business Corporation Act, the corporation may purchase its own shares out of unreserved and unrestricted capital surplus available therefor.

4. In lieu of setting forth provisions in these Articles of Incorporation in respect of restrictions on the transfer of shares of the corporation, such provisions may be set forth in the Bylaws of the corporation or in a written agreement or written agreements of the parties involved.

SEVENTH: The corporation shall, to the fullest extent permitted by the Montana Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Act from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Act, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw or duly adopted resolution of shareholders, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH: The address of the initial registered office of the corporation in the State of Montana is Box 669, West Yellowstone, Montana 59758; and the name of the initial registered agent of the corporation in Montana at such address is Gerald D. Schmier.

NINTH: The number of directors constituting the initial Board of Directors of the corporation is three. Thereafter, the number of directors from time to time shall be such as shall be fixed in the By-laws; provided, however, that such number shall never be less than the minimum number prescribed by the Montana Business Corporation Act.

The name and the address of each of the persons who are to serve as directors of the corporation until the first annual meeting of shareholders or until their successors be elected and qualify are:

<u>Name</u>	<u>Address</u>
Gerald D. Schmier	Box 669 West Yellowstone, Montana 59758
Bradley D. Schmier	Box 669 West Yellowstone, Montana 59758
Verlane R. Schmier	Box 669 West Yellowstone, Montana 59758

TENTH: The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Irving Weiser	2300 First National Bank Building Minneapolis, Minnesota 55402

ELEVENTH: From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Montana at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the shareholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article ELEVENTH.

Signed in duplicate on December 2, 1976.


Irving Weiser

STATE OF MINNESOTA)

) SS.

COUNTY OF HENNEPIN)

On this 2nd day of December, 1976, in the year 1976, before me, the undersigned, a Notary Public, personally appeared Irving Weiser, known to me to be the person whose name is subscribed to the within instrument, and he acknowledged to me that he executed the same.

Virginia M. Mutch
Notary Public

NOTARY PUBLIC
HENNEPIN COUNTY
My Commission Expires Jan. 10, 1977
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