

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

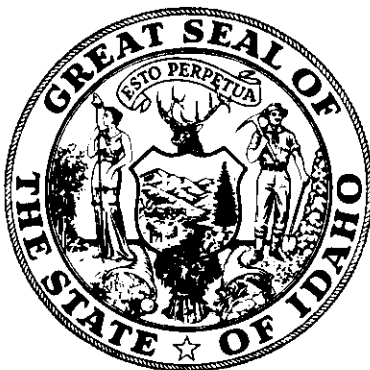
RESOURCE MANAGEMENT INC.

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 _____
RESOURCE MANAGEMENT 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 December 22, , 19 80 .



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
RESOURCE MANAGEMENT INC.

DEC 22 9 37 AM '80
SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is RESOURCE MANAGEMENT INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: To operate a Ski Resort and for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 25,000 shares, all of one class, \$1.00 par value.

FIFTH: Provisions denying preemptive rights are: NONE

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: NONE

SEVENTH: The address of the initial registered office of the corporation is P.O. Box 428, St. Maries, Idaho 83861, and the name of its initial registered agent at such address is *Hwy 3 - East of Santa - Santa Id* MARMEDUKE M. HARRIS.


EIGHTH: The number of directors constituting the initial board of directors of the corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until their successor is elected and shall qualify is:

<u>Name</u>	<u>Address</u>
Marmeduke M. Harris	P.O. Box 428 St. Maries, Idaho 83861

NINTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Marmeduke M. Harris	P.O. Box 428 St. Maries, Idaho 83861

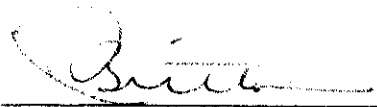
DATED this 17th day of December, 1980.


MARMEDUKE M. HARRIS
Incorporator

STATE OF IDAHO)
) ss.
County of Benewah)

On December 18, 1980, before me, the undersigned,
a notary public in and for the State of Idaho, personally appeared
MARMEDUKE M. HARRIS, known to me to be the person whose name is
subscribed to the within instrument and acknowledged to me that
he 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.


Notary Public in and for Idaho
Residing at: St. Maries, Idaho
Commission expires: Life