



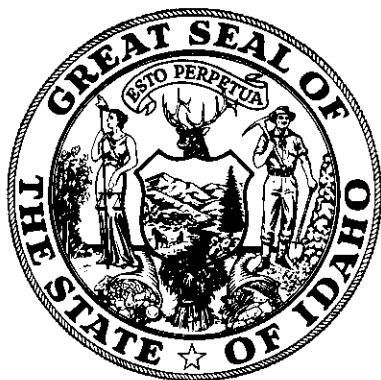
CERTIFICATE OF INCORPORATION
OF

RAINBOW LAKE CAMPGROUND, 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: *May 23, 1986*



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
RAINBOW LAKE CAMPGROUND, Inc.

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The undersigned natural persons, the age of eighteen years or older, are the incorporators of the corporation hereby organized and incorporated under the Business Corporation Law of the State of Idaho, and certify that:

ARTICLE I

Name

The name of the corporation is RAINBOW LAKE CAMPGROUND, INC.

ARTICLE II

Period of Duration

The duration of this corporation is to be perpetual.

ARTICLE III

Purposes

The purposes for which the corporation is formed are these:

A. To conduct, maintain, and operate the business of amusement park, private fish pond, entertainment, and recreation of the public, including recreational vehicles, and trailer park, furnishing of any and all facilities of every nature for participation by the public and otherwise; to charge fees, rentals, rates and other payments for so doing; and to do and transact all business properly connected with or incidental to any or all of such objects and purposes.

B. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental to them or connected with them that are not forbidden by the ACT, by the law, or by these Articles of Incorporation.

C. To carry out the purposes hereinabove set forth in any state, territory, district, or possession of the limited states, or in any foreign country, to the extent that these purposes are not forbidden by law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV

Powers

A. Whereas the corporation is hereby organized and chartered solely for the purpose of performing the functions and conducting the activities contemplated under the Small Business Act of 1958, as amended, it shall have all powers and responsibilities conferred or imposed by the Small Business Investment Act of 1958, as amended, and the regulations issued hereunder.

B. To exercise all powers now granted, or which in the future may be granted, by the Business Corporation Law to corporations formed thereunder, subject to any limitation imposed by the Business Corporation Law or any other statute of the State of Idaho, and except as such powers may be limited by or be inconsistent with the Small Business Investment Act of 1958, as amended, and the Regulations issued thereunder.

ARTICLE V

Registered Office and Registered Agent

The address of the initial registered office of this corporation is 1755.2nd W. , Rexburg , Idaho 83440 . The name of the initial registered agent of this corporation at that address is Nyle I. Tanner.

ARTICLE VI

Stock Clauses

The aggregate number of shares which this corporation shall have authority to issue is 100 shares with a par value of \$10 per share. The corporation shall not have authority to issue shares in series.

ARTICLE VII

Provisions for Regulation of the Corporation's Internal Affairs

Section 1. Meetings of Shareholders and Directors.

Meetings of the shareholders and directors of this corporation may be held either within or without the state of Idaho at such place or places as may from time to time be designated in the code of bylaws or by resolution of the board of directors.

Section 2. Bylaws. The initial bylaws of this corporation shall be adopted by its board of directors. The power to amend or repeal the bylaws or to adopt a new code of bylaws shall be in the shareholders, but the affirmative vote of the holders of three-fourths of the shares outstanding shall be necessary to exercise that power. The code of bylaws may contain

any provisions for the regulation and management of this corporation which are consistent with the Act and these Articles of Incorporation.

Section 3. Contracts in Which Directors Have Interest.

No contract or other transaction of this corporation or no contract or other transaction in which this corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of this corporation is interested in or is a director or officer of another corporation, or (b) the fact that any director individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of this corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this corporation for the benefit of himself or any firm, or corporation in which he may be interested.

Section 4. Compensation of Directors. The board of directors shall have the authority to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

ARTICLE VIII

Information on Directors

The initial board of directors shall consist of three members. The names and addresses of the persons who are to serve

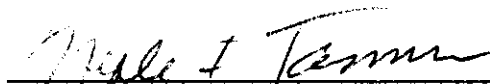
as directors until the first annual meeting of shareholders or until their successors be elected and qualify are as follows:

Nyle I. Tanner	175 S. 2nd W. Rexburg, Idaho 83440
Cheryl Tanner	175 S. 2nd W. Rexburg, Idaho 83440
Terry I. Tanner	340 1st W. Ririe, Idaho 83443

ARTICLE IX Information on Incorporators The names and addresses of the incorporators of this corporation are as follows:

Nyle I. Tanner	175 S. 2nd W. Rexburg, Idaho 83440
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The undersigned, being the incorporators of this corporation, execute these Articles of Incorporation and certify to the truth of the facts within stated, this 22^d day of May, 1986.



Nyle I. Tanner