



CERTIFICATE OF INCORPORATION
OF

SUN VALLEY SPECIALIZED OUTDOOR CENTER, INC.

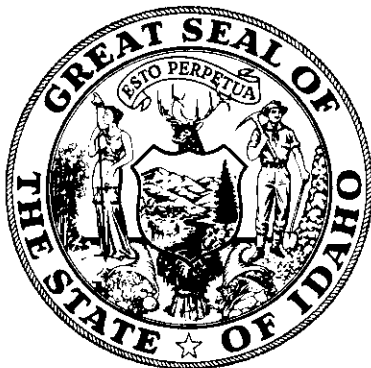
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

SUN VALLEY SPECIALIZED OUTDOOR CENTER, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 16, 19 82.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
SUN VALLEY SPECIALIZED OUTDOOR CENTER, INC.

We, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Idaho, and we hereby certify that:

ARTICLE I

The name of this non-profit corporation is SUN VALLEY SPECIALIZED OUTDOOR CENTER, INC.

ARTICLE II

The specific and primary purposes for which this non-profit corporation is formed are: to enrich the lives of physically handicapped, mentally retarded, and emotionally disturbed children with individualized outdoor education and specialized recreation; to encourage the development of social skills, life skills, and motor skills; to stimulate creativity and imagination through music, art, and theatrical experiences; to provide the necessary facilities to accommodate the special needs of these children in a natural outdoor setting; to promote the growth of each child in a two week resident summer camp offered six times each summer; this organization shall essentially direct its services and programs toward the mentally, physically, and emotionally

handicapped children of the State of Idaho, but may extend its opportunities to all who otherwise qualify.

ARTICLE III

The corporation shall be a non-profit corporation organized pursuant to Title 30, Chapter 3 of the Idaho Code.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The non-profit corporation shall issue a membership certificate to each member thereof. The rights and interests of all members shall be equal and no member shall have or acquire a greater interest in this corporation than any other member. At all meetings of members of this non-profit corporation, every member of record shall be entitled to one vote for their membership. Membership shall be determined in accordance with the By-Laws of this corporation.

ARTICLE VI

The street address of the corporation's initial registered office is 320 Leadville, Ketchum, Idaho; the registered agent of the corporation at that address is Tim Turkovich, whose mailing address is P.O. Box 1436, Ketchum Idaho 83340.

ARTICLE VII

The number of directors constituting the initial Board of Directors shall be three. The initial directors of this

non-profit corporation shall be Tim Turkovich, P.O. Box 1436, Ketchum, Idaho 83340, Karla Hill, P.O. Box 1436, Ketchum, Idaho 83340, and Dave Christianson, P.O. Box 1299, Ketchum, Idaho 83340.

ARTICLE VIII

The name and street address of each incorporator of this non-profit corporation are Tim Turkovich, 320 Leadville, Ketchum, Idaho and Karla Hill, 320 Leadville, Ketchum, Idaho.

ARTICLE IX

The members of this non-profit corporation are hereby granted the authority to change from time to time the authorized number of directors of this non-profit corporation by a duly adopted by-law, or by a duly adopted amendment of the By-Laws. The manner of holding membership meetings, the authority and duties of each of the officers of the non-profit corporation, and all other matters for management and control of the non-profit corporation shall be determined by the By-Laws of this non-profit corporation and the laws of the State of Idaho.

ARTICLE X

The private property of the members, directors, and officers of this non-profit corporation shall not be subject to the payment of the corporation's debts to any extent whatsoever.

ARTICLE XI

This non-profit corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c) of the Internal Revenue Code under which this corporation chooses to qualify for exemption. All the property of this non-profit corporation is irrevocably dedicated to charitable purposes and upon the liquidation, dissolution, or abandonment of the non-profit corporation, none of the property of this corporation will or shall inure to the benefit of any private person, but shall be distributable only to one or more exempt organizations, funds, foundations or non-profit corporations or associations within the intendment of Section 501(c) of the Internal Revenue Code.

IN WITNESS WHEREOF, for the purpose of conforming this non-profit corporation to the laws of the State of Idaho, the undersigned, constituting the incorporators of this non-profit corporation, have executed these Articles of Incorporation this 9th day of December, 1982.

Tim Turkovich
TIM TURKOVICH

Karla Hill
KARLA HILL

STATE OF IDAHO)
)
County of Blaine) ss.

On this 9th day of December, 1982, before me a Notary Public in and for said state, personally appeared TIM TURKOVICH, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

Janet C. Wyle
Notary Public
Residing at Ketchum, Idaho

STATE OF IDAHO)
)
County of Blaine) ss.

On this 9th day of December, 1982, before me a Notary Public in and for said state, personally appeared KARLA HILL, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

Janet C. Wyle
Notary Public
Residing at Ketchum, Idaho