

State of Idaho

Department of State

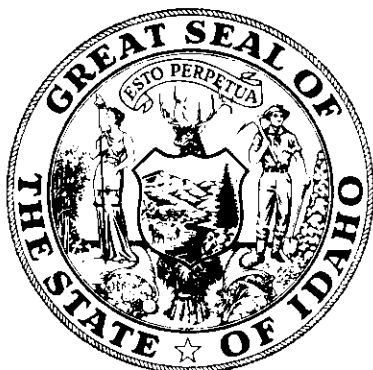
CERTIFICATE OF AUTHORITY OF

MOUNTAIN HOSTS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MOUNTAIN HOSTS, 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 MOUNTAIN HOSTS, INC. to transact business in this State under the name MOUNTAIN HOSTS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated May 5, 19 80



Pete T. Cenarrusa
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 _____ 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 MOUNTAIN HOSTS, INC.
2. *The name which it shall use in Idaho is MOUNTAIN HOSTS, INC.
3. It is incorporated under the laws of the State of Oregon
4. The date of its incorporation is _____ 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
1218 N. W. 26th Street, Portland, Oregon 97210
6. The address of its proposed registered office in Idaho is River Run Lodge #2,
Ketchum, Idaho, and the name of its proposed registered agent in Idaho at that address is Michael Ayers
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To promote, organize, plan and conduct trips and tours and excursions and the transaction of any or all lawful business for which corporations may be incorporated in the State of Idaho.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Marcia J. Jones</u>	<u>President & Treasurer</u>	<u>1218 N.W. 26th Street</u> <u>Portland, Oregon 97210</u>
<u>Michael Ayers</u>	<u>V. President & Sec.</u>	<u>River Run Lodge #2</u> <u>Ketchum, Idaho</u>
<u>Christina Wilson</u>		<u>3264 S.W. Fairmount Blvd.</u> <u>Portland, Oregon 97201</u>

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>1,000</u>	<u>Common</u>	<u>\$2.00 par value per share</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
<u>1,000</u>	<u>Common</u>	<u>\$2.00 par value per share</u>
_____	_____	_____
_____	_____	_____

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 April 14, 1981.

By Marcia J. Jones

Its _____ President - Treasurer

and Michael Ayers

Its Vice President - _____ Secretary

STATE OF Oregon)
)ss:
COUNTY OF Multnomah)

I, Joan J. Tilling, a notary public, do hereby certify that on this 14 day of April, 1981, personally appeared before me Marcia J. Jones & Michael Ayers, who being by me first duly sworn, declared that he /she is the President - Treasurer of Phoenix Lake, Inc.
Vice - President - Secretary Chairman Board, Inc.

that she signed the foregoing document as President - Treasurer of the corporation and that the statements therein contained are true.

Joan J. Tilling
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.



Department of Commerce Corporation Division

I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation of
MOUNTAIN HOSTS, INC.

with the original thereof now on file in my office; that the same is a correct transcript therefrom and of the whole thereof; that there are no amendments to said Articles of Incorporation on file in this office; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that the above corporation is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this office that are required by the laws of this state.

In Testimony Whereof, I have hereunto set my hand and

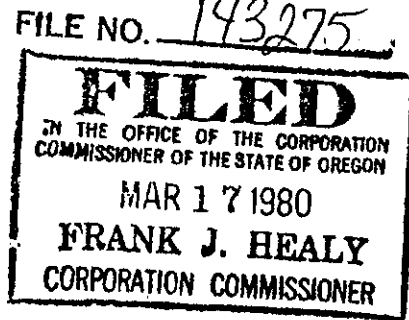
affixed hereto the seal of the Corporation Division of
the Department of Commerce of the State of Oregon
this 11th day of April, 19 80.



Frank J. Healy
Corporation Commissioner

By Healy Smith

ARTICLES OF INCORPORATION
OF
MOUNTAIN HOSTS, INC.



I, the undersigned, a natural person of the age of twenty-one (21) years or more, acting as Incorporator under the Oregon Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is MOUNTAIN HOSTS, INC. and its duration shall be perpetual.

ARTICLE II

The purpose of this corporation is to promote, organize, plan and conduct trips and tours and excursions and in general to do all other things that are necessary or pertinent to the conduct of said trips, tours and excursions, and to engage in any lawful activity for which corporations may be organized under ORS Chapter 57.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is 1000 shares of \$2.00 par value stock, all of which shall be denoted as common stock. There shall be no other class or classes of capital stock authorized.

ARTICLE IV

The address of the initial registered office of the corporation is 1218 N. W. 26th Street, Portland, Oregon 97210 and the name of its initial registered agent within the State of Oregon at such address is Marcia J. Jones.

ARTICLE V

The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first meeting of shareholders, or until their successors are elected and shall qualify are:

Marcia J. Jones

1218 N. W. 26th Street
Portland, Oregon 97210

Michael Ayers

Riverrun Lodge #2
Ketchum, Idaho


Christina Wilson

3264 S. W. Fairmount Blvd.
Portland, Oregon 97201

ARTICLE VI

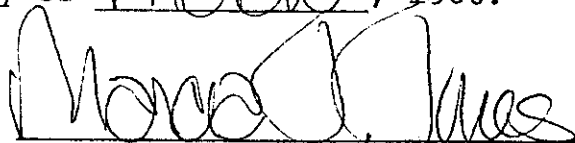
The internal affairs of the corporation shall be regulated in accordance with the laws of the State of Oregon, and by such By-Laws as may be from time to time adopted by a majority of the Board of Directors.

DATED this 14 day of March, 1980.


Marcia J. Jones
Incorporator

I, the undersigned incorporator, declare under penalty of perjury, that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

DATED this 14 day of March, 1980.


Marcia J. Jones
Incorporator