

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

ORION EXPEDITIONS (IDAHO), 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 26, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By

*Anne Hahn*

ARTICLES OF INCORPORATION

OF

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SEC. OF STATE

ORION EXPEDITIONS (IDAHO), INC.

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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 ORION EXPEDITIONS (IDAHO), INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the Corporation is organized is to transact 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 ONE HUNDRED TWENTY-FIVE THOUSAND (125,000). The par value of such shares shall be ONE AND NO/100ths (\$1.00) Dollars per share and shall be of one class.

FIFTH: The sale of stock of the Corporation, after the original issue of stock is restricted as follows:

No transfer of stock shall be valid, until thirty (30) days after the Corporation, through its secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During said thirty (30) days the Corporation shall have the option

1 to buy, at the price set by seller, any shares of outstanding  
2 stock before its owner, or the person in whose name it stands  
3 on the books of the Corporation, may transfer them. Should  
4 the Corporation not have the funds to buy the shares or  
5 should it deem it undesirable to purchase them for any other  
6 reason, another existing shareholder shall have the option  
7 for an additional thirty (30) days of purchasing the shares  
8 at the price set by the seller in proportion to the number  
9 of shares then held by said shareholder. If not exercised  
10 within this time, any sale to third persons shall be valid.  
11 Should the Corporation not take stock, then;

12 A stockholder who desires to sell his shares of stock,  
13 he must then first offer them for sale to the remaining  
14 stockholders, it being the intention to give them a  
15 preference in the purchase of such shares, and any attempted  
16 sale in violation of this provision is null and void.

17 A stockholder desiring to sell his stock shall file  
18 notice in writing of his intention with the secretary of the  
19 Corporation, stating the terms of sale, and unless his terms  
20 are accepted by any or all of the other stockholders within  
21 thirty (30) days thereafter, they shall be deemed to have  
22 waived their privilege of purchasing and he will be at  
23 liberty to sell to anyone else.

24 SIXTH: There are no provisions denying preemptive  
25 rights.

26 SEVENTH: Provisions for the regulation of the internal  
27 affairs of the Corporation shall be as set forth in the  
28

1 Corporation's By-Laws.

2 EIGHTH: The address of the initial registered office of  
3 the Corporation is P.O. Box 795, Clinic Road, Challis, Idaho  
4 83226, and the name of its initial registered agent at such  
5 address is Steve Zettel.

6 NINTH: The number of directors constituting the initial  
7 board of directors of the Corporation is One (1), and the  
8 name and address of the person who is to serve as director  
9 until the first annual meeting of the shareholders or until  
10 his successor is elected and shall qualify is:

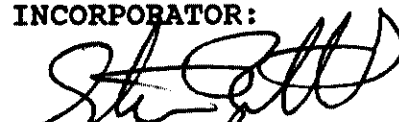
11 NAME	ADDRESS
12 Steve Zettel	P.O. Box 795 Challis, Idaho 83226

13 TEN: The name and address of each incorporator is:

14 NAME	ADDRESS
15 Steve Zettel	P.O. Box 795 16 Challis, Idaho 83226

17 Dated this 19 day of May, 1992.

18 INCORPORATOR:

19   
20 STEVE ZETTEL  
21  
22  
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28

**Orion**

1516 11th Ave

Seattle, WA 98122

(206) 322-9130 (800) 553-7466

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May 22, 1992

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Secretary of State, Idaho  
Corporations Clerk  
Statehouse Room 203  
Boise, ID 83720

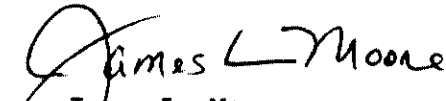
To Whom It May Concern:

I, James L. Moore, Jr., as President of ORION Expeditions, Inc., a Washington corporation, do hereby consent to the formation of an Idaho corporation to be named Orion Expeditions, [Idaho], Inc. by Tami Brausen, Steve Zettel or Michael Lee.

I understand Steve Zettel to be the agent of record for the newly formed Idaho corporation. Please direct all further correspondence to Mr. Zettel at Box 795 Challis, ID 83226. You may speak to Mr. Zettel by phoning him at 208-879-4700.

Thank you for your time and consideration.

Sincerely,

  
James L. Moore  
President  
ORION Expeditions, Inc.

5/22/92

**"The Good Guides in the White Rafts"**