

State of Idaho

Department of State

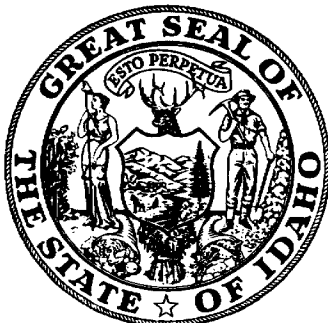
CERTIFICATE OF INCORPORATION OF

BEAR RIVER OUTFITTERS, INC.
File number C 107400

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: August 19, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

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ARTICLES OF INCORPORATION
OF
BEAR RIVER OUTFITTERS, INC.

IDaho SECRETARY OF STATE
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The undersigned natural person of eighteen (18) years or more, acting as the incorporator of a corporation under the Idaho Business Corporation Act (the "Act"), does hereby adopt the following Articles of Incorporation for such corporation (the "Corporation"):

ARTICLE I.

The name of the Corporation is Bear River Outfitters, Inc.

ARTICLE II.

The period of duration of the Corporation shall be perpetual.

ARTICLE III.

The purpose for which the Corporation is organized is to transact any or all lawful business of any kind and character for which corporations may be incorporated under the Act.

ARTICLE IV.

The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) with no par value, to be designated "Common Stock."

ARTICLE V.

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.

ARTICLE VI.

The street address of the initial registered office of the Corporation is 468 N. Ninth, Montpelier, Idaho 83254, and the name of its initial registered agent at such address is Bradley P. Ipsen.

ARTICLE VII.

The number of directors/officers constituting the initial Board of Directors of the Corporation and the initial Officers of the Corporation is Three (3), and the names and addresses of the persons who are to serve as its directors/officers until the first annual meeting of its shareholders and until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>	
Bradley P. Ipsen	872 North 300 East Logan, Utah 84321	President/CEO
Gordon S. Wood	1569 Brittany Place Logan, Utah 84321	Vice-president
Suzanne Ipsen	872 N. 300 E. Logan, Utah 84321	Secretary/Treas

ARTICLE VIII.

No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director except to the extent a director is found liable for (i) a breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or act or omission that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which the director an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office is expressly provided by application statute.

ARTICLE IX.

Cumulative voting for the election of directors of the Corporation shall not be permitted.

ARTICLE X.

Any action required by the Act to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE XI.

With respect to any matter for which the affirmative vote of the holders of a specified portion of the shares of stock entitled to vote is required by the Act, the act of the shareholders on that matter shall be the affirmative vote of the holders of a majority of the shares entitled to vote on such

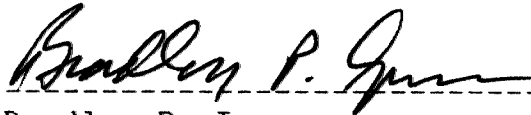
matter, rather than the affirmative vote otherwise required by the Act, except as otherwise provided herein or in the Bylaws of the Corporation.

With respect to any matter for which the affirmative vote of the holders of a specified portion of the shares of any class or series is required by the Act, the act of the holders of shares of that class or series on that matter shall be affirmative vote of the holders of a majority of the shares of that class or series, rather than the affirmative vote of the holders of the shares of that class or series otherwise required by this Act, except as otherwise provided herein or in the Bylaws of the Corporation.

ARTICLE XII.

The name of the incorporator of the Corporation is Bradley P. Ipsen. The address of the incorporator is 872 North 300 East, Logan, Utah 84321

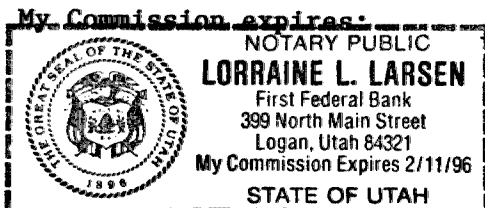
IN WITNESS WHEREOF, these Articles of Incorporation have been executed on this the 20 day of July, 1994.

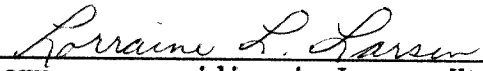


Bradley P. Ipsen

STATE OF UTAH)
) SS
COUNTY OF CACHE)

On this 20th day of July, 1994
personally appeared before me Bradley P. Ipsen
_____, the signer(s) of the above instrument, who duly acknowledged to me that he executed the same.




Notary residing in Logan, Utah