

ARTICLES OF INCORPORATION FOR
CLARK PIONEER RECREATION PROJECT
A WYOMING DOMESTIC NONPROFIT CORPORATION

FILED
DEC 10 91 270241

THOMAS
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a natural person over the age of 21 years, acting as the incorporator of this nonprofit corporation pursuant to the provisions of the Wyoming Nonprofit Corporation Act W.S. §§ 17-6-101 through 17-6-117, does hereby adopt and verify the following Articles of Incorporation of this domestic nonprofit corporation:

ARTICLE I
NAME

The name of this nonprofit corporation shall be "CLARK PIONEER RECREATION PROJECT."

ARTICLE II
DURATION

The period of duration of this non profit corporation shall be perpetual.

ARTICLE III
PURPOSES AND POWERS

This entity is a domestic nonprofit corporation organized for purposes other than the conduct of a business for profit. The corporation shall have as its purpose to provide recreational alternatives for the residents and property owners living in and around Clark and Pioneer, Wyoming in Park County, Wyoming.

No officer or director of this nonprofit corporation shall be paid or receive directly or indirectly any profit or pecuniary advantage.

This corporation shall have the power:

- A. To sue and be sued, complain and defend, all in its corporate name;
- B. To have a corporate seal;
- C. To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and personal property, or any interest therein, wherever situated;
- D. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all, or any part of, its property and assets;
- E. To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;
- F. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested, including the right to invest and reinvest its funds in shares of for profit corporation;
- G. To conduct its affairs, carry on its operations, have offices and exercise the powers granted by the Wyoming Nonprofit Corporations Act, in any worldwide location;
- H. To make donations for the public welfare for charitable, scientific or educational purposes; and, in time of war, to make donations in aid of war activities;

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I. To indemnify any director or officer or former director or officer of the corporation against liability and expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of duty; but such indemnification shall not be entitled, under any Bylaw, agreement, vote of Board of Directors or members, or otherwise.

ARTICLE IV
REGULATION OF INTERNAL AFFAIRS

Provisions relative to the regulation of the internal affairs of this corporation, not inconsistent with the laws of the State of Wyoming, including any provisions restricting the transfer of shares, shall be generally set forth in the Bylaws of the corporation, but it is specifically provided as follows:

A. The general management of the affairs of the corporation shall be exercised by a Board of Directors. At all times there shall not be less than five (5) directors;

B. The initial Board of Directors shall be:

Evie Donaldson, Star Route, Belfry, MT 59008
Don Tolman, 372 Tolman Road, Powell, WY 82435
Elmer Bunn, 57 Road 1AB, Powell, WY 82435
Cathy McGregor, 84 Shining Mtn. Rd., Powell, WY
82435
Bill Dansby, Road 8UD, Powell, WY 82435

C. The Board of Directors shall have the power to make, alter, amend or repeal the Bylaws, but any Bylaws so made may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the shareholders having voting rights *
at any annual or special meeting.

ARTICLE V
DISTRIBUTION OF ASSETS
UPON DISSOLUTION

This corporation may be dissolved pursuant to the applicable sections of the Wyoming Nonprofit Corporation Act. When a certified copy of a resolution of dissolution is filed with the Office of the Wyoming Secretary of State the directors shall proceed to wind up the affairs of the corporation, pay all debts legally owed and distribute its remaining assets to other Wyoming corporations or governmental entities having similar goals.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent is C. Edward Webster II and the address of the initial registered office of the corporation where the register agent can be served is 1226 11th Street, Cody, Wyoming 82414.

ARTICLE VII
CAPITAL SHARES AND
REGISTERED MEMBERS

The corporation will not issue capital shares and will have no special class of members other than a general membership.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of this corporation is:

C. Edward Webster II
1226 11th Street
Cody, Wyoming 82414

IN WITNESS WHEREOF, the undersigned incorporator has hereto affixed his signature on this 5th day of December, 1991.

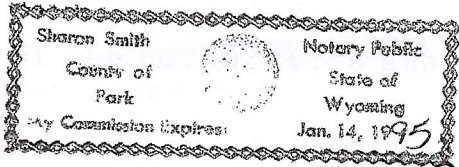


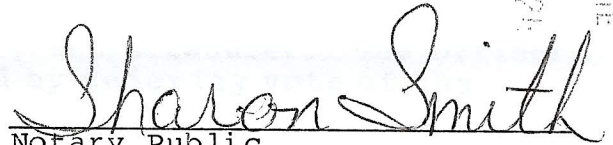
C. Edward Webster II

STATE OF WYOMING)
) SS.
COUNTY OF PARK)

THAT I, Sharon Smith, a Notary Public in and for Park County, State of Wyoming, hereby certify that on 5th day of December, 1991, personally appeared before me C. Edward Webster II, who being by me first duly sworn, declared that he is the person who signed the foregoing Articles of Incorporation as incorporator and he further verified that the statements contained therein are true to the best of his knowledge and belief.

Witness my hand and official seal.





Notary Public

My commission expires: 1/14/95

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