

**RESTATED
ARTICLES OF INCORPORATION
OF
GRAND CANYON RIVER GUIDES, INC.
(a non-profit corporation)**

The undersigned incorporator, whose mailing address appears beneath her name, has this day associated herself for the purpose of forming a nonprofit corporation under the laws of the State of Arizona and does hereby adopt the following Articles of Incorporation.

Emily Perry
2010 N. Navajo Dr.
Flagstaff, Arizona 86001

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

ARTICLE I

The name of this corporation is and shall be GRAND CANYON RIVER GUIDES, INC.

ARTICLE II

The known principal place of business of this corporation shall be 515 West Birch, Flagstaff, Arizona, 86001, in Coconino County, Arizona.

ARTICLE III

Purpose and Character of the Corporation: This corporation is organized as a nonprofit corporation under the Internal Revenue Code Section 501(c)(3) solely and exclusively for the promotion of charitable, educational and scientific purposes. Without limiting the generality of the foregoing or the character of the affairs to be conducted by the corporation in the future, the corporation initially shall conduct the following business: Protecting Grand Canyon, setting the highest standards for the river profession, celebrating the unique spirit of the river community, and providing the best possible river experience.

ARTICLE IV

The Corporation shall be a nonprofit corporation under Internal Revenue Code Section 501(c)(3) and shall have no stock, and no dividends or pecuniary profits. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE III. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements,) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax Under the Internal Revenue Code Section 501(c)(3).

ARTICLE V

The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

ARTICLE VI

The control and management of the affairs of the corporation shall be vested in a Board of Directors consisting of no less than three (3) nor more than nine (9) persons. The number of persons to serve on the Board of Directors shall be fixed by the Bylaws. The names of those currently selected to serve as directors, are:

Emily Perry
2010 N. Navajo Dr.
Flagstaff, Arizona 86001

Erika Andersson
Box 442
Flagstaff, AZ 86002-0442

Fred Thevenin
5155 Meadow Vista Ct.
Flagstaff, AZ 86001

Nikki Cooley
10940 Townsend Winona Rd.
Flagstaff, AZ 86004

Laura Fallon
3301 N. Patterson Blvd.
Flagstaff, AZ 86004

Jed Koeller
P.O. Box 31440
Flagstaff, AZ 86003-1440

Steve Nicholson
P.O. Box 389
Bayfield, CO 81122-0389

Latimer Smith
P.O. Box 329
Kanab, UT 84741

Jared Weaver
c/o GCE
P.O. Box 0
Kanab, UT 84741

ARTICLE VII

The Corporation has four classifications of members: Guide Members, General Members, Affiliate Members and Honorary Members. Only Guide Members have voting rights. Each Guide Member shall be entitled to one vote in accordance with the Bylaws of the Corporation.

ARTICLE VIII

No person shall possess any property right in or to the property or assets of the corporation. No member shall be entitled to any dividend or any part of the income of the corporation or to share in the distribution of the corporate assets upon dissolution. Upon dissolution of this corporation as provided in the Bylaws, all assets remaining after payment of any outstanding liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

ARTICLE IX

The name and address of the statutory agent of the Corporation is:

Patrice M. Horstman
120 N. Beaver Street
Flagstaff, AZ 86001

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto signed my name this ____ day of _____, 2010.

Emily Perry

Consent of Statutory Agent

I, Patrice M. Horstman, having been designated to act as Statutory Agent for GRAND CANYON RIVER GUIDES, INC., hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.

Dated: _____, 2010

Patrice M. Horstman