

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

4-4 OUTFITTERS, INCORPORATED

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 18, 1990



Pete T. Cenarrusa
SECRETARY OF STATE

by: *Elizabeth M. Zabala*

92324

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

OF

RECEIVED
SEC. OF STATE

MAY 18 PM 1 48

4-4 OUTFITTERS, INCORPORATED

MAY 9 AM 8 37

1
2
3
4 THE UNDERSIGNED, acting as incorporator of a corporation
5 under the Idaho Business Corporation Act, adopts the
6 following Articles of Incorporation for such Corporation;

7 FIRST: The name of the Corporation is 4-4 OUTFITTERS,
8 INCORPORATED.

9 SECOND: The period of its duration is perpetual.

10 THIRD: The purpose or purposes for which the Corporation
11 is organized is to do the transaction of any and all lawful
12 business for which corporations may be incorporated under the
13 Idaho Business Corporation Act.

14 FOURTH: The aggregate number of shares which the
15 Corporation shall have authority to issue is TWO HUNDRED
16 FIFTY THOUSAND (250,000). The par value of such shares shall
17 be TEN AND NO/100ths (\$10.00) Dollars per share and shall be
18 of one class.

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

21 No transfer of stock shall be valid, until thirty (30)
22 days after the Corporation, through its secretary, shall have
23 had written notice of the proposed sale, the number of shares
24 proposed to be sold, the price at which the proposed sale is
25 to be made, and the name of the prospective buyer. During
26 said thirty (30) days the Corporation shall have the option
27
28

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
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: Provisions for the regulation of the internal
25 affairs of the Corporation shall be as set forth in the
26 Corporation's By-Laws.

27 SEVENTH: The address of the initial registered office
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

of the Corporation is Gary Madsen, Madsen Ranch, Pahsimeroi Valley, Ellis, Idaho 83235, and the name of its initial registered agent at such address is GARY MADSEN.

EIGHTH: The number of directors constituting the initial board of directors of the Corporation is One (1), and the names and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Gary Madsen	P.O. Box 25 Ellis, Idaho 83235

NINTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Gary Madsen	P.O. Box 25 Ellis, Idaho 83235

Dated this 16 day of May, 1990.

INCORPORATOR

Gary Madsen
GARY MADSEN