

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BANDANA RUNNING & WALKING, INC.
File number C 106056

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: April 22, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

OF

BANDANA RUNNING & WALKING, INC.

APR 22 4 13 PM '94
SECRETARY OF STATE

The undersigned natural persons of the age of eighteen years or older, acting as incorporators of Bandana Running & Walking, Inc., under the Idaho Business Corporation Act, adopt the following articles of incorporation:

ARTICLE I

NAME

The name of this Corporation is "Bandana Running & Walking, Inc."

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

This Corporation shall be authorized to operate a retail specialty running and walking store.

ARTICLE IV

CAPITALIZATION

This Corporation shall have authority to issue an aggregate of ten thousand (10,000) shares of stock. This Corporation shall have one (1) class of stock. The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

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<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	10,000	No Par Value

Each share of Common stock will have one vote with equal rights to distributions, and equal rights to the net assets of the corporation upon liquidation.

ARTICLE V

PREEMPTIVE RIGHTS

This Corporation elects to have preemptive rights.

ARTICLE VI

CUMULATIVE VOTING

In all elections for Directors, shareholders shall not be permitted to cumulate their votes. Shareholders shall be limited to one vote for each share of stock registered in the shareholder's name on the books of the Corporation.

ARTICLE VII

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Corporation, and the address of the Corporation's initial registered office, are as follows:

Richard M. Harris	1212 North 18th St. Boise, Idaho 83702
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ARTICLE VIII

DIRECTORS

The initial board of directors of the Corporation shall consist of one (1) director. The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successors are elected and qualified, is as follows:

<u>Name</u>	<u>Address</u>
Richard M. Harris	1212 North 18th St. Boise, Idaho 83702

ARTICLE IX

INCORPORATORS

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Richard M. Harris	1212 North 18th St. Boise, Idaho 83702

ARTICLE X

ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS

The directors of this Corporation are not liable to the corporation or to its shareholders for monetary damages arising from a breach of fiduciary duty or for any action taken or any failure to take any action as a director, except:

- (a) for any breach of the director's duty of loyalty to the corporation or its shareholders;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) as provided in Idaho Code § 30-1-48; or
- (d) for any transaction from which the director derived an improper personal benefit.

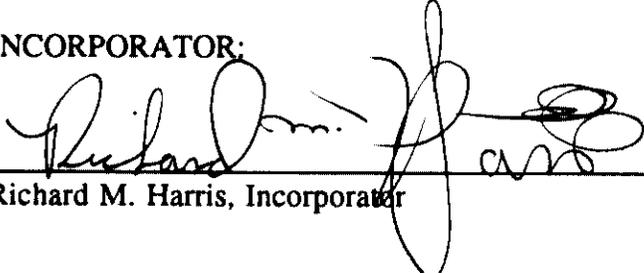
ARTICLE XI

LIMITED LIABILITY FOR SHAREHOLDERS

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatever.

DATED this 21st day of April, 1994.

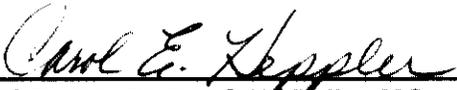
INCORPORATOR:


Richard M. Harris, Incorporator

STATE OF IDAHO)
 : ss.
County of Ada)

On this 21st day of April, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared RICHARD M. HARRIS, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho
Expiration Date: 7-10-97

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