

# State of Idaho

## Department of State

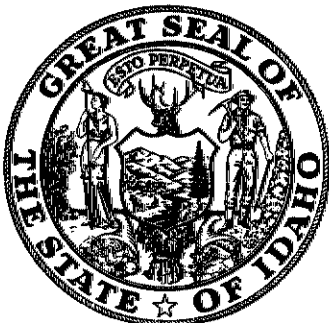
### CERTIFICATE OF INCORPORATION OF

ATTITUDE SPORTS MARKETING CORPORATION  
File number C 107047

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: July 20, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

A large, stylized handwritten signature of Pete T. Cenarrusa is written over a horizontal line.

**ARTICLES OF INCORPORATION  
FOR  
ATTITUDE SPORTS MARKETING CORPORATION  
STATE OF IDAHO  
COUNTY OF ADA**

JUL 18 11 18 AM '94  
SECRETARY OF STATE

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following articles of incorporation:

JUL 20 1 29 PM '94  
SECRETARY OF STATE

**ARTICLE I. Name and Purpose**

The name of this corporation is Attitude Sports Marketing Corporation, ("Attitude Sports") whose primary purpose shall be to design, produce, and market sports-related clothing and memorabilia but whose purpose may be expanded by a majority vote of the Board of Directors ("the Board") to include any or all lawful business for which corporations may be incorporated in the state of Idaho.

**ARTICLE II. Duration**

The duration of Attitude Sports shall be perpetual unless it is dissolved by the Board as provided in these Articles of Incorporation ("Articles").

**ARTICLE III. Shares of Stock and Capitalization**

Attitude Sports shall have the authority to issue a total of 1,000 shares of stock, consisting of only one class of common voting stock. All stock shall be without par value. Each shareholder agrees, by affixing his or her signature to these Articles that, because the shareholders intend this corporation to be an S Corporation under the Internal Revenue Code, any attempt to transfer these shares without the prior approval of a majority of the Board shall be invalid. Likewise, the shareholders agree that any attempt to commit any act to terminate this corporation as an S Corporation shall be invalid except as provided in Article IX. Dissolution.

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#### **ARTICLE IV. Initial Registration Office and Initial Registered Agent**

**The initial registration office for Attitude Sports in the State of Idaho shall be 1623 Dearborn Caldwell, Idaho 83606-0415, with the registered agent being Mr. Tony Stone at the same address. The Board may change the initial registration office and/or initial registered agent by passing a by-law providing that all statutory requirements for such change are also met.**

#### **ARTICLE V. Board of Directors**

**The number of directors constituting the initial Board is 6 and the initial Board of Directors shall include all of the incorporators listed in Article VI who shall serve as directors until the first annual meeting of shareholders or until their successors are otherwise elected and qualified.**

#### **ARTICLE VI. Incorporators**

**The six incorporators of Attitude Sports with their addresses and official titles are:**

**Mr. Tony Stone  
Secretary and Initial Agent  
P.O. Box 415  
Caldwell, Idaho 83606-0415**

**Mr. J.R. Harris  
Vice President, Public Relations  
120 Lakeside Avenue  
Suite 300  
Seattle, Washington 98122**

**Mr. Mark Jones  
Chairman of the Board and Chief Executive Officer  
57 Eden Lane  
Stamford, Connecticut 06907**

**Mr. Perry Schmitt  
Vice President, Marketing  
19221 N. 45th Drive  
Glendale, Arizona 85308**

**Mr. Donald Eshelman  
Vice President, Operations  
6507 N. 42nd Avenue  
Phoenix, Arizona 85019**

**Mr. Chris Landa  
Vice President, Sales  
Route 1, Box 226  
Marsing, Idaho 83639**

#### **ARTICLE VII. Organizational Meeting of the Board of Directors**

**The majority of the Board may call for a meeting of the directors named in these Articles for the purpose of adopting bylaws, electing officers and to transact such other business before the meeting. The meeting may be held within the state of Idaho or outside the state of Idaho and may be conducted by telephone. The directors calling such a meeting must give at least three days notice by mail to each director named in these Articles stating the time and place of the meeting.**

#### **ARTICLE VIII. Amendments to These Articles**

**A majority of the Board may choose to amend these Articles from time to time and in any and as many respects as may be desired as long as these Articles contain only such provisions as they may lawfully contain and as long as the amendment procedure complies with the requirements of Idaho law.**

#### **ARTICLE IX. Dissolution**

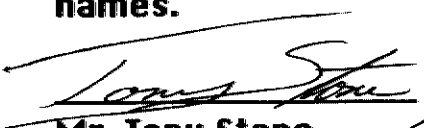

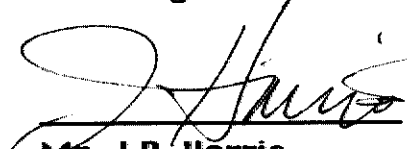

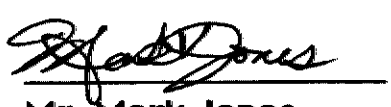

**Attitude Sports may be dissolved either through the consent of the shareholders or by act of the corporation. Dissolution of Attitude Sports by consent of the shareholders shall occur only by written**

consent of all shareholders indicating on the face of the document signed that the signature of the shareholders constitutes authority to dissolve. This shall be done with duplicate originals and the corporate officers shall certify under oath on the consents that the consents have been signed by all shareholders of the corporation. Attitude Sports may also be dissolved by the act of the corporation providing it is authorized by a resolution of the Board recommending the dissolution of the corporation and directing the question of dissolution to be submitted to a vote at either an annual or special meeting of shareholders. Written notice shall be given to each shareholder of record entitled to vote at the meeting within the time frame and manner provide by Idaho law. Such a resolution shall pass as the corporation shall be dissolved upon a majority vote of the shares entitled to vote affirming the recommendation of the Board.

#### ARTICLE X. Commitment to Formation of an "S" Corporation

The undersigned hereby commit themselves to cause the corporation to elect the status of an S corporation under the Internal Revenue Code and directs Tony Stone to undertake all actions necessary to achieve that commitment. No shareholder shall do any act, including the sale or transfer of stock, which will contravene or revoke the corporation's election to be taxed as an S corporation

In witness whereof, for the purpose of forming a corporation under the laws of the State of Idaho, we, the undersigned have personally executed these articles of incorporation on the dates next to our names.

 Mr. Tony Stone	<u>6/13/94</u> Date	 Mr. Perry Schmitt	<u>6-15-94</u> Date
 Mr. J.R. Harris	<u>6/29/94</u> Date	 Mr. Donald Eshelman	<u>6/15/94</u> Date
 Mr. Mark Jones	<u>6/27/94</u> Date	 Mr. Chris Landa	<u>6/13/94</u> Date