

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

SNEAKY SAK, INC.

File number C 114601

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 17, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl DeWine*

APR 1 10 31 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

SNEAKY SAK , INC.

IDAHO SECRETARY OF STATE  
DATE 04/01/1996 0900 50312  
CK #: 285 CUST# 66454  
CORP  
100.00= 100.00

# = C

KNOW ALL MEN BY THESE PRESENTS :

That we, the undersigned, natural persons over the age of twenty-one years, acting as incorporators of a corporation pursuant to the General Corporation Law of Idaho, hereby adopt the following Articles of Incorporation for said corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter referred to as the "corporation") hereby created shall be SNEAKY SAK, INC.

ARTICLE II

DURATION

The Corporation shall continue in existence in perpetuity unless dissolved according to law.

ARTICLE III

PURPOSES

The nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, to-wit:

a. Conduct any and all business necessary for the purpose of designing, manufacturing and marketing of hunting and outdoor products.

b. To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of capital of the Corporation.

c. To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise, and to sell, use, assign, transfer, mortgage, pledge or

otherwise deal with or dispose of stocks, bonds or any other obligations or securities of any corporation or corporations, to merge or consolidate in any manner with any corporation whose stocks, bonds or other obligations are held or in any manner guaranteed by this Corporation, or in which this Corporation is in any way interested; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds, or other obligations, to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon.

d. To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or tenure or any interest therein, any terminal properties or facilities, and any property, works or undertakings connected with the use or development of any property of the Corporation within the State of Idaho and within any other state or territory of the United States; and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the Corporation, and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the Corporation.

e. To hire and employ independent contractors, agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others. To adopt assumed names for the business purposes of the Corporation, and to register trade names and trademarks as deemed necessary or convenient for the operations of said Corporation.

f. To enter into, make and perform contracts and agreements of every kind and description with any person, firm, association, corporation, or governmental entity, including, but in no way limited to, contracts to borrow or raise money.

g. To carry on any business whatsoever, that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in or allowed under the statutes of the State of Idaho and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this Corporation is formed, and such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

h. To indemnify officers, directors, and employees against harm or loss resulting from their actions in their capacities as such.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to, and not in limitation of, the general powers of this Corporation granted to it by its existence as provided in the General Corporation Laws of Idaho.

#### ARTICLE IV

##### STOCK

The Corporation shall have the authority to issue 1,000 shares of common stock having (no par value). All stocks of the Corporation shall be of the same class, common, and shall have the same rights and preferences. Fully paid stock of the Corporation shall not be liable to any further call or assessment.

#### ARTICLE V

##### AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

#### ARTICLE VI

##### CAPITALIZATION

The Corporation shall not commence business until consideration of a value of at least \$1,000.00 has been received by the Corporation as consideration for the issuance of its stock.

## ARTICLE VII

### SHAREHOLDERS RIGHTS

The authorized and treasury stock of this Corporation may be issued at such time, upon such terms and conditions, and for such consideration as the Board of Directors shall determine. There are no provisions limiting or denying to shareholders a pre-emptive right to acquire additional or treasury shares of the Corporation.

## ARTICLE VIII

### REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is  
6118 East Thatcher Road, Thatcher, Idaho 83283.

The registered agent of the Corporation is Leslie J. Chamberlain

---

Leslie J. Chamberlain

## ARTICLE IX

### STOCK TRANSFERS

The transfer of the stock of this Corporation shall be subject to the following limitations, to-wit: No shares of stock of this Corporation shall be transferred by any stockholder to any non-stockholder, unless such stockholder desiring to transfer the same shall first make written offer to the Secretary of the Corporation itself, offering to sell said shares for a given price pursuant to specified terms. Such written offer may be accepted in writing by the Secretary of the Corporation within ten (10) days of the date of said offer. In determining the date of such offer or the date of the acceptance thereof, the postmarked date on the envelope of mailing shall be controlling. In the event said offer to sell shall not be accepted within the ten (10) days by the Corporation itself, then the same offer of sale of stock must be made to the remaining shareholders of the Corporation in the same manner as above described. In the event said offer to sell shall be accepted by more than one remaining stockholder, then they shall be entitled to buy such offered shares for such offered price in the same proportions as the shares owned by them shall bear to the total issued shares of the Corporation, other than those shares being offered for sale or transfer, and if such proportions shall result in a fractional share, the stockholder entitled to purchase the major fraction thereof shall be entitled to purchase all of

such share, but in the event two or more are equally entitled to purchase such a fractional share, then such stockholders so entitled to purchase shall determine purchase thereof by lot. In the event that said offer to sell shall not be accepted as herein provided, by either the Corporation itself or one of the remaining stockholders, the offering stockholder shall be free to offer to sell said shares to any third person, but only for the price and upon the terms stated in said offer to the Corporation of the remaining stockholders.

## ARTICLE X

### BOARD OF DIRECTORS

The number of Directors of the Corporation shall be fixed before shares are issued, but this number may be altered from time to time as may be provided in the by-laws. After shares are issued and for as long as the corporation has less than three (3) shareholders, the number of directors shall equal the number of shareholders. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the stockholders in an annual or special meeting as shall be provided in the by-laws.

At the first meeting of the shareholders of the Corporation and at each annual meeting thereafter, the shareholders shall elect directors to hold office in the next succeeding annual meeting of the shareholders. Each director so elected shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.

At all elections for directors, each stockholder shall be entitled to as many votes as shall equal the number of his shares of stock multiplied by the number of directors to be elected and he may cast all of such votes for a single director, or may distribute them among the number to be voted for and any two or more of them as he may see fit. That is to say that there may be cumulative voting.

In addition to the powers and the authorities provided for by these Articles and the Corporation's by-laws, the directors are hereby empowered to exercise all of such powers and to do all such things and acts as may be exercised or done by the Corporation, subject, nevertheless to the provisions of the statutes of the State of Idaho or any other state in which said Corporation may be operating.

## ARTICLE XI

### OFFICERS

The officers of the Corporation shall consist of the following: a president, a vice-president, a secretary / treasurer and a corporate counsel, each of whom shall be appointed by the Board of Directors. The Board of Directors are empowered to appoint such other officers or assistant officers as may be determined necessary or practical for the efficient and proper operation of the Corporation.

The number of directors constituting the initial Board of directors of the Corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until successors are elected and qualify are:

Leslie J. Chamberlain

6134 East Thatcher Road  
Thatcher, Idaho 83283

## ARTICLE XII

### PERSONAL LIABILITY OF DIRECTORS

The directors of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of a fiduciary duty. A director may be liable to the corporation or the shareholder for:

- a. breach of the director's duty of loyalty to the corporation and its shareholders;
- b. acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c. any transaction from which the director derived a improper personal benefit.

ARTICLE XIII

INCORPORATORS

The names and addresses of the incorporators are:

Leslie J. Chamberlain

6134 East Thatcher Road  
Thatcher, Idaho 83283

Gary D. Bills

8160 South 865 East *LB*  
Sandy, Utah ~~84084~~ 84094

Georgine W. Bills

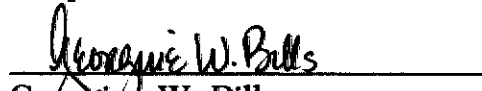
8160 South 865 East  
Sandy, Utah ~~84084~~ 84094 *gb*

Under penalties of perjury, we declare that these Articles of Incorporation have been examined by us and are, to the best of knowledge and belief, true, correct and complete.

DATED this 20 day of March, 1996

  
\_\_\_\_\_  
Leslie J. Chamberlain

  
\_\_\_\_\_  
Gary D. Bills

  
\_\_\_\_\_  
Georgine W. Bills



STATE OF IDAHO           )  
                                  :SS.  
COUNTY OF FRANKLIN )

On the 27<sup>th</sup> day of January, 1996, personally appeared before me,  
Leslie J. Chamberlain who being duly sworn did acknowledge that she signed the  
foregoing Articles of Incorporation freely and voluntarily.



Jill H. Kendall  
NOTARY PUBLIC For Idaho  
Residing at : Thakker, ID

STATE OF UTAH           )  
                                  : ss.  
COUNTY OF Salt Lake )

On the 20 day of March, 1996, personally appeared before  
me, Gary D. Bills and Georgine W. Bills who being duly sworn did acknowledge that  
they signed the foregoing Articles of Incorporation freely and voluntarily.

Janny P. Herron  
NOTARY PUBLIC  
Residing at : SLC

My Commission Expires:

10/20/96

