

## Department of State

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

*GOLF TECHNOLOGY, INC.*

was filed in the office of the Secretary of State on the 23<sup>rd</sup> day of October A.D., One Thousand Nine Hundred seventy-five and ~~will be~~ <sup>duly recorded on</sup> ~~Film~~ ~~Microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 80-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for *Perpetual Existence* from the date hereof, with its registered office in this State located at *Lewiston, Idaho* in the County of *Nez Perce*

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 23<sup>rd</sup> day of October, A.D., 19 75.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

**ARTICLES OF INCORPORATION**

of

**GOLF TECHNOLOGY, INC.**

We, the undersigned, two-thirds of whom are adult citizens of the United States associate ourselves together for the purpose of forming a corporation pursuant to Chapter 1 of Title 30, Idaho Code, and all acts supplemental thereto and amendatory thereof, and we do hereby adopt and certify the following Articles of Incorporation, to-wit

**ARTICLE I****(Name)**

The name of this corporation shall be "GOLF TECHNOLOGY, INC."

**ARTICLE II****(Purposes)**

The corporation's purposes are:

(1) To develop, manufacture and market by any appropriate method golf training equipment, computers or machines designed to analyze and improve ones ability in understanding and playing the game of golf, including the development, manufacture and marketing of all component parts thereof.

(2) To engage in any business related or unrelated to that described in paragraph (1) above in this article, and from time to time authorized and approved by the board of directors of this corporation.

(3) To acquire by purchase, lease or otherwise, and to improve and to develop real property.

(4) To act as a partner or joint venturer in any transaction and to acquire and use assumed business names and conduct any business thereunder which the corporation may lawfully conduct.

(5) To acquire by purchase or otherwise the stock of this corporation.

(6) To have and exercise all rights and powers from time to time granted to the corporation by law.

#### ARTICLE IV

##### (Principal Office)

The place where the principal office of this corporation shall be maintained and its principal place of business is Lewiston, Nez Perce County, Idaho, but the corporation may maintain offices and transact business in any other state in the United States or in any foreign country and the registered address of this corporation in the state of Idaho shall be Lewiston, Idaho.

#### ARTICLE V

##### (Capital Stock)

The total authorized capital stock of this corporation shall be one and one-half million shares which shares shall have no par value. It may be issued by the corporation from time to time for such considerations as labor, services, money or property, real or personal, as may be fixed from time to time by the board of directors. The stock of this corporation shall be nonassessable.

#### ARTICLE VI

##### (Incorporation)

The names, post office addresses of the incorporators, each being of full legal age, and the number of shares of stock subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Charles H. Blankenship	528 Linden Avenue, Lewiston, Idaho	4
William T. MacDonald	920 Bryden Avenue, Lewiston, Idaho	3
Richard E. McGuire	1027 Airway, Lewiston, Idaho	3

The incorporators shall serve as directors and shall manage and control the affairs of the corporation until the first meeting of shareholders for the adoption of bylaws and the completion of the organization.

#### ARTICLE VII

(Directors)


The directors of this corporation shall be not less than three (3) nor more than nine (9), and the number, qualifications and terms of office, manner of election, time, place and manner of calling meetings, and powers and duties of the directors shall be prescribed by the bylaws.

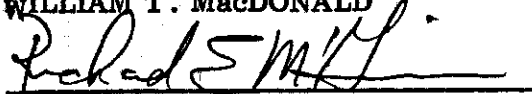
#### ARTICLE VIII

The officers of this corporation shall consist of a president, vice-president, secretary, treasurer or secretary-treasurer, and such other officers as the board of directors of the corporation shall deem necessary, all of whom shall be elected by the board of directors and hold office during the pleasure of the board. Each of the officers shall have such powers as may be conferred upon him by the bylaws of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals  
this 22<sup>nd</sup> day of October, 1975.

  
CHARLES H. BLANKENSHIP

  
WILLIAM T. MacDONALD

  
RICHARD E. MCGUIRE

STATE OF IDAHO     )  
                              ) ss.  
County of Nez Perce )

On this ~~22<sup>nd</sup>~~ day of October, 1975, before me, the undersigned,  
a Notary Public in and for said state, personally appeared CHARLES H.  
BLANKENSHIP, WILLIAM T. MacDONALD and RICHARD E. McQUIRE, known  
to me to be the persons whose names are subscribed to the within instrument  
and acknowledged to me that they 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.

(SEAL)

*William A. Stellman*  
Notary Public in and for said State  
residing at Lewiston therein