

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

NATIONAL BOATING ASSOCIATION INCORPORATED

a corporation duly organized and existing under the laws of **Tennessee** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Sixteenth** day of **April**, 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Sixteenth** day of **April**, 19 **62**, a designation of **T. H. Eberle, W. D. Eberle or J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **16th** day of **April**, A.D. 19 **62**.

Secretary of State.

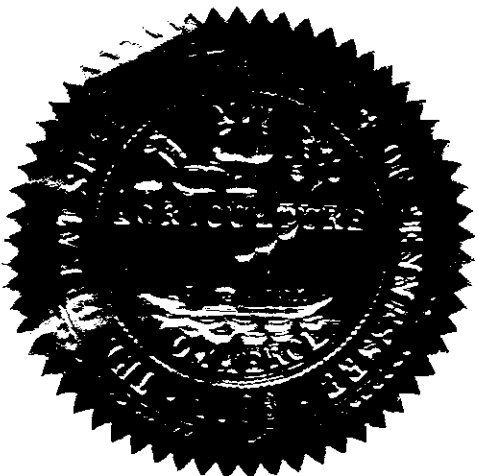
State of Tennessee



Department of State

I, JOE C. CARR, Secretary of State of the State of Tennessee, do hereby certify that the annexed is a true and correct copy of the Charter of Incorporation of the

NATIONAL BOATING ASSOCIATION INCORPORATED
which was recorded in this office on August 19, 1961 in Charter
Book Misc . A-44, Page 234.



IN WITNESS WHEREOF, I have hereto affixed my signature
and the Great Seal of the State, at Nashville, this 11
day of April in the year of our Lord
nineteen hundred 62

Joe C. Carr
Secretary of State

STATE OF TENNESSEE
CERTIFICATE OF INCORPORATION

FIRST: The Name of this Corporation is:

NATIONAL BOATING ASSOCIATION INCORPORATED

SECOND: The address of the principal office of this corporation in the State of Tennessee is:

1015 James Building
Chattanooga 2, Hamilton County, Tennessee

With the right to have, establish, and maintain other offices, divisions, and branches at one or more places within and outside the State of Tennessee.

THIRD: The general nature of the business or businesses to be transacted by this corporation is to, for profit, promote, engage in, carry on, and conduct the following businesses:

- I. An insurance agency.
- II. An advertising agency.
- III. A Boating Association, which shall include but not be limited to, an association for:
Water safety, sports, amusement, recreation, education, improvement of moral and physical standards of person, and improvement of design, development and use of recreational type of boats and water equipment, navigation, and facilities;

To serve constructively the individual and common interests of its members and that of the general public;

To assist in the establishment and maintenance of suitable uniform code of laws, regulations and taxation relating to recreational boats and water equipment and facilities, and the rights of users and owners thereof.

To develop, subsidize, and promote the construction, improvement, maintenance, supervision and regulation of waterways, accesses, water recreational facilities, and other things pertaining to the safety, accessibility, and use of all of the same;

To educate the general public and particularly the users of boats, waterways, and recreational facilities in traffic, water, and general safety;

To organize, promote, educate, direct, supervise, and maintain rescue teams, safety patrols, groups, and classes and instruct any or all of them in the principles of water safety and in the use of boats and water facilities and equipment;

To collect, publish, and distribute information concerning boats and boating equipment and facilities and their use, and sell or freely distribute the same upon subscriptions or otherwise, and sell advertisements in articles, papers, magazines, and broadcast media;

To arrange for or provide inspection services and facilities, and emergency services to members when stranded, in distress, or in any emergency situation, and from time to time provide other services and facilities for members;

To improve through testing, research, and experimentation the design, quality, manufacture, performance, and use of boats, marine products, boating and recreational facilities, and establish standards and make recommendations to members as to the same;

To sell, memberships directly, indirectly, and through franchises, licenses, or other rights, to persons, corporations, partnerships, and other associations, who may or may not be stockholders, directors, nor officers of this corporation, upon such terms, conditions, and classification, and with only the rights and privileges as the Directors of this Corporation may determine, with the right to change membership requirements, conditions, and amount from time to time;

To sell franchises and grant licenses and other rights concerning in any way the application, sale, or placing of memberships, inspection and repair facilities and services, and other activities of this Corporation; and

To do each and every other thing necessary, convenient, incidental, or germane by nature or by custom, to the functions and purposes of the association.

In general, to carry on without limitation any other similar business in connection with the foregoing or which may be germane by nature or custom to any or all of the foregoing. All of the purposes, objects, and powers in this Certificate of Incorporation may be exercised by this Corporation singularly or plural, at one time or from time to time, by this Corporation alone or jointly with other Corporations, Associations, Trusts, Partnerships, natural persons, or otherwise. The failure to use any of the powers shall not invalidate or diminish the right to exercise any of the other

powers authorized or stated. This Corporation to have all of said rights, powers, and privileges hereinabove or hereafter recited, together with such others as authorized by law to private Corporations organized for profit, as might be lawfully exercised by a natural person. It is expressly provided hereby that any enumeration of specific powers shall not be held to limit or restrict the power of this Corporation. This Corporation with all of its rights, powers, and privileges may transact and conduct any or all of its business or exercise its powers within the State of Tennessee and outside of the State of Tennessee.

FOURTH: The maximum number of shares of stock which this Corporation is authorized to have at any time is Ten thousand (10,000) shares of common stock without par value with a maximum authorized capital of one hundred thousand (\$100,000.00) dollars, each share entitled to one vote, and said shares and stock to have the attributes and characteristics which attach and pertain to the common stock of private Corporations organized for profit.

FIFTH: The amount of capital with which this Corporation will begin business shall be One Thousand (\$1,000.00) Dollars; and when such amount so fixed shall have been subscribed for, all subscriptions of the stock of this Corporation shall be enforceable and it may proceed to do business in the same manner and as fully as though the maximum number of shares authorized under the provisions of the proceeding section hereof shall have been subscribed for.

SIXTH: The time of existence of this Corporation shall be perpetual.

SEVENTH: This Corporation shall with limitation, in addition to the foregoing shall cumulatively have, and be subject to, the following further and additional powers, rights, privileges, and provisions:

- [1]. To have succession by its corporate name perpetually.
- [2]. To sue and be sued by its corporate name in any court of law or equity and prosecute and defend actions of any nature before any other court, bureau, or agency.
- [3]. To make contracts, and, at its option, to have and use a common seal and alter the same at pleasure. If no common seal, then the signature of the name of the corporation, by any duly authorized officers, shall be legal and binding.
- [4]. To purchase and hold, or receive by gift, real and personal property, and also to accept and hold any real estate in payment of any debt due the corporation, and to sell and convey, or to lease, real property, and to sell or otherwise dispose of personalty, for corporate purposes.
- [5]. To establish by-laws, and make all rules and regulations not inconsistent with the law, or the Constitution of this state, or of the United States, which may be deemed expedient for the management of corporate affairs. The By-laws, with binding effect, may provide that any or all of the functions of the officers and directors may be exercised by the stockholders; and any or all of the functions of the officers may be exercised by the directors or any committee of the directors. The By-laws may likewise prescribe the number or percentage of stockholders or directors required to vote on questions considered by them, which number or percentage may be more or less than a majority.
- [6]. To appoint such subordinate officers or agents as the business of the corporation may require; and to fix the compensation and duties of such officers and agents.
- [7]. Without limitation to borrow money and contract debts when necessary or proper for the transaction of its corporate business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; and to issue bonds, promissory notes, bills of exchange, debentures, and convertible or other obligations and evidences of indebtedness, either unsecured or secured by mortgage or pledge, or otherwise, of the corporate property, real or personal, for money borrowed, or in payment for property purchased, or any other lawful objects.

- [8]. Without limitation to guarantee, purchase, own, hold, sell, transfer, assign, mortgage, pledge or otherwise dispose of and deal in the stocks, bonds, securities or evidences of indebtedness of other corporations, public or private, of this or any other state or government, including bonds or securities of any state or political subdivision thereof; and while owner of such stock to exercise all the rights and privileges of ownership, including the right to vote thereon; provided, however, that this section shall not be construed to grant to any corporation the power to create unlawful monopolies or combinations in restraint of trade.
- [9]. Without limitation to purchase, guarantee, hold, sell and transfer shares of its own capital stock; provided, however, that this corporation shall not purchase its own shares of capital stock except from the surplus of its assets over its liabilities including capital; and provided, further, that the shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.
- [10]. Without limitation to conduct business, have one (1) or more offices and hold, purchase, mortgage and convey real estate and personal property in this state or any of the several states, territories, District of Columbia, possessions and dependencies of the United States and in foreign countries.
- [11]. Without limitation to in any manner acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses or other rights or interests therein or thereunder.
- [12]. To guarantee the payment of dividends on any shares of the capital stock of any other corporation, joint stock company or association in which this corporation has, or may have an interest, whether as shareholder, security holder, or otherwise, and to indorse or otherwise guarantee the payment of the principal or interest of any bonds, securities or other obligations created by any such other corporation, joint stock company or association, and to indorse or otherwise to guarantee the fulfillment of any lease or other contract made by any such other corporation, joint stock company or association, and generally to aid in any lawful manner any such other corporation, joint stock company or association, and to do any and all lawful acts or things designed to protect, preserve, improve or enhance the value of any such interest.

- [13]. To do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the certificate of incorporation of such corporation or any amendment thereof.
- [14]. The right is reserved to amend this certificate of incorporation, change the principal office, and make such other changes as desired in accordance with provisions of law governing the same.
- [15]. Shares of stock shall be issued only for money, or for other property, real or personal, tangible or intangible, or for labor or services actually received by, or conveyed or rendered to, the corporation for its use and lawful purposes, or in its possession as surplus.
- [16]. Stockholders and subscribers shall not be liable for any debt or liability of this corporation.
- [17]. At all elections of directors of such corporation each holder of record of stock possessing voting power shall be entitled to as many votes as shall equal the number of shares of stock multiplied by the number of directors to be elected and that he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two (2) or more of them as he may see fit. This cumulative voting for directors shall not be effective unless provided for in the By-laws of the corporation.
- [18]. Directors shall be of legal age. Directors, officers, and agents need not be stockholders. The Board of Directors shall have full control over the affairs of the corporation and may authorize and delegate the exercise of all the corporate powers, including the adoption of the original By-laws; provided, however, the directors shall not have authority to amend or change the By-laws unless so authorized by the stockholders.
- [19]. The board of directors may by resolution designate two (2) or more of their number to constitute an executive committee, who, to the extent provided in such resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the affairs and property of the corporation, and the exercise of its corporate powers.

- [20]. In case the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members or employees, or with any other corporation or association of which one or more of its directors are stockholders, directors, officers, or employees, such contract or transaction shall not be invalidated or in any wise affected by the fact that such director or directors have or may have interests therein which are or be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interest shall have been necessary to obligate the corporation upon such contract or transaction, provide, however, that in any such case the fact of such interest shall be disclosed to or known by the other directors acting upon or in reference to such contract or transaction. No director or directors having such disclosed adverse interest shall be liable to the corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon.
- [21]. Where not prohibited by law to cause or allow the legal title, estate, or interest in any property acquired, established, or operated by the company to remain or be vested or registered in the name of, or operated by, any person or firm or foreign or domestic corporation, formed or to be formed, and, either upon trust for, or as agents or nominees of this company, or upon any other proper terms or conditions which the board of directors may consider for the benefit of this company, and so far as pertinent to the property and purposes of this company, to manage the affairs of, take over and carry on the business of such foreign or domestic corporation, either by acquiring the shares, stocks or other securities thereof, or otherwise howsoever.
- [22]. The corporation may subscribe in stock of other corporations, or be a stockholder in other corporations, with all of the rights and liabilities of such relation as are not prohibited by law. And unless prohibited by law may also be the incorporator of another corporation; and may from time to time be a partner or joint venturer with individuals, partnerships, or other corporations, either domestic or foreign in one or more partnerships or joint ventures.

- [23]. This corporation may acquire, and pay for in cash, stock or bonds of this corporation or otherwise, whether for corporate business or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the same or similar business; or in any business which may be to the advantage of this corporation.
- [24]. This corporation may apply for, acquire, purchase, receive, hold, use, and enjoy and sell, deal in, mortgage, pledge, assign, or transfer any and all licenses, privileges, permits, franchises, patents, copyrights, trademarks, trade names, inventions, publications, improvements, formular, processes, and matter and material of whatsoever nature relating to or useful in connection with any business of this corporation.
- [25]. Any part, power, right, provision, or condition of this certificate of incorporation or by-laws of this corporation legally determined to be ultra vires or invalid shall not invalidate any other part, power, right, provision, or condition of this Certificate of Incorporation or the By-laws.

We, the undersigned, apply to the State of Tennessee, by virtue of the laws of the land for a Charter of Incorporation for the purposes and with the powers, etc., declared hereinabove in this instrument.

WITNESS our signatures this 18th day of August, 1961.

(s) J. M. Armstrong, Jr.
J. M. Armstrong, Jr.

(s) Blaine Buchanan
Blaine Buchanan

(s) Glen W. Smotherman, Jr.
Glen W. Smotherman, Jr.

SUBSCRIBING WITNESS:

(s) Blaine Buchanan
Blaine Buchanan

STATE OF TENNESSEE)
COUNTY OF HAMILTON)

Personally appeared before me, Alice Schwartz,
a Notary Public of said County, the within name Blaine Buchanan,
the subscribing witness and incorporator, with whom I am personally
acquainted and who acknowledged that he executed the within
application for a Charter of Incorporation for the purposes therein
contained and expressed; and the said J. M. Armstrong, Jr. and
Glen W. Smotherman, Jr., subscribing witness to the signatures
subscribed to the within application, being first duly sworn,
deposed and said that he is personally acquainted with the
within named incorporators, and that they did in his presence
acknowledge that they executed the within application for a
Charter of Incorporation for the purposes therein contained and
expressed.

WITNESS my hand and official seal at office in
Chattanooga, Tennessee, this 18th day of August, 1961.

(s) Alice Schwartz

Notary Public

I, JOE C. CARR, Secretary of State, do certify that this Charter,
with certificate attached, the foregoing of which is a true copy, was this
day registered and certified to by me.

This the 19th day of August, 1961.

JOE C. CARR, SECRETARY OF STATE