



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAFF

SECRETARY OF STATE

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 the original of the articles of incorporation of

TACKLE INTERNATIONAL, INC.

was filed in the office of the Secretary of State on the Tenth day of October A.D. One Thousand Nine Hundred Sixty-six and will be microfilm duly recorded on Film No. _____ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, 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 Sagle, in the County of Bannock.

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 10th day of October, A.D., 1966.

Secretary of State.

ARTICLES OF INCORPORATION

OF

TACKLE INTERNATIONAL, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, all of whom are citizens of the United States of America, of full legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of the proposed corporation is TACKLE INTERNATIONAL, INC.

ARTICLE II

The nature of the business, and the objects and purposes proposed to be transacted, promoted 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 in any part of the world, to-wit:- to engage in general manufacturing, sales and distribution of sporting goods, fishing tackle, and other objects, and without limiting the generality of the foregoing, to purchase, locate, lease or acquire personal property, real estate, patents and other ideas, and to carry on any other operations or business which may seem necessary, convenient or incidental to any of the objects of the company.

To take, own, hold, deal in, mortgage or otherwise lien, and to lease, sell, exchange, transfer or in any manner whatsoever dispose of real property within or without the State of Idaho, wherever situated.

To manufacture, purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, transfer or in any manner dispose of, and to deal and trade in goods, wares, merchandise and property of any and every class and description, and in any part of the world.

To acquire the goodwill, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To enter into, make and perform contracts of every kind, with any person, firm, association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgages or otherwise, as well as to secure the same by mortgage or otherwise, as may be permitted by the laws of the State of Idaho.

To have offices, conduct its business, and promote its objects within and without the State of Idaho, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restriction as to place or amount.

To do any or all of the things herein set forth to the same extent as natural persons might or could do in any part of the world as principals, agents, contractors, trustees or otherwise, and either alone or a company with others.

In general, to carry on any other business in connection therewith, whether

manufacturing, selling or otherwise disposing of sporting goods or fishing tackle, not forbidden by the laws of the State of Idaho, and with all the powers conferred upon corporations by the laws of the State of Idaho.

ARTICLE III

The duration and existence of this corporation is perpetual.

ARTICLE IV

The location of the corporation is Lakeshore Drive, Rural Route 1, Sagle, Idaho, and the post office address is Box 716, Sandpoint, Idaho.

ARTICLE V

The total authorized number of par value shares is 1,000, and the aggregate par value of the total number of par value shares is Ten Thousand (\$10,000.00) Dollars.

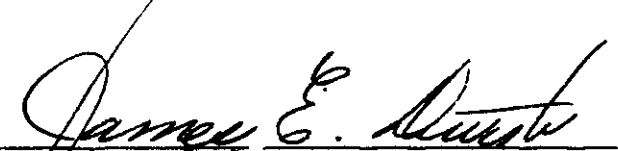
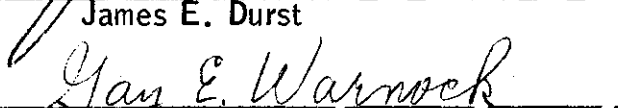
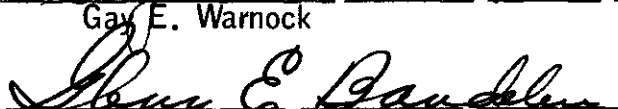
ARTICLE VI

The amount of capital stock which has actually been subscribed is Ten Thousand (\$10,000.00) Dollars, and the following are the names of the persons and the post office addresses of each of the incorporators, with a statement of the number of shares subscribed by each.

NAMES	ADDRESSES	NO. OF SHARES	AMOUNT
James E. Durst	Box 716, Sandpoint, Idaho	998	\$9,980.00
Gay E. Warnock	Battle Creek, Iowa	1	\$ 10.00
Glenn E. Bandelin	Sandpoint, Idaho	1	\$ 10.00

IN WITNESS WHEREOF We have hereunto set our hands and seals this

7 day of October, 1966.


James E. Durst

Gay E. Warnock

Glenn E. Bandelin

STATE OF IDAHO,)
) ss.
County of Bonner.)

On this day before me, the undersigned, a Notary Public in and for said county and state, personally appeared JAMES E. DURST, to me known to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal this 7 day of October, 1966.

Mae W. Hunt
Notary Public in and for the State of Idaho
Residing at Sandpoint therein.
My commission expires 2/10/67

IDAHO
STATE OF ~~IOWA~~)
) ss.
County of ~~Bonner~~)

On this day before me, the undersigned, a Notary Public in and for said county and state, personally appeared GAY E. WARNOCK, to me known to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal this 7 day of October, 1966.

Mae W. Hunt
Notary Public in and for the State of ~~Iowa~~ Idaho
Residing at: Sandpoint, Idaho
My commission expires: 2/10/67

STATE OF IDAHO,)
) ss.
County of Bonner.)

On this day before me, the undersigned, a Notary Public in and for said county and state, personally appeared GLENN E. BANDELIN, to me known to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal this 7 day of October, 1966.

Allice W. Hunt
Notary Public in and for the State of Idaho
Residing at Sandpoint therein.
My commission expires 2/10/67