



**CERTIFICATE OF INCORPORATION
OF**

FUHRMAN SPORTS, INC.

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: **June 3, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

FUHRIMAN SPORTS, INC.

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SECRETARY OF

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be Fuhriman Sports, Inc.

ARTICLE II

The purposes for which said corporation is formed are:

A. To conduct and carry on the general business of purchasing, selling and all other related activities concerning sporting goods and clothing.

B. To manufacture, own, buy, sell, export, import, and deal in, both at wholesale and retail, all kinds of goods, merchandise, commodities, machinery, instruments, tools, building or construction equipment, and generally engage in any mercantile, fabricating, manufacturing, trading, or brokerage business of any kind or character, not contrary to law, within or without the State of Idaho, and to do all things incidental to such business.

C. To acquire by purchase or lease, or otherwise, real property and interest in real property, and to own, hold, prove, develop and manage any real property so acquired and to erect or cause to be erected on any real property owned, held, or occupied by the corporation buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, repair or improve any buildings or their structures now or hereafter erected on any real property so owned, held or occupied, and to mortgage, sell lease or otherwise dispose of any real property or interests in real property and in buildings or other structures at any time owned or held by the corporation.

D. To receive, acquire, hold, purchase, dispose of, convey, mortgage and lease personal property; to dispose of, sell, lease and assign, transfer, mortgage or convey any rights, privileges, franchises, or other personal property of the corporation other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge or

otherwise dispose of and deal in shares of stock, or bonds, securities and debentures and other evidences of indebtedness of other corporation, domestic or foreign, and within or without the United States of America.

E. To cause to be formed, merged or reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law, the formation, merger, reorganization or liquidation of any corporation, association or entity domestic or foreign, either within or without the United States of America.

F. To generally engage in the business of buying, selling, or otherwise dealing in notes, open accounts or other similar evidences of debt, and any and all other forms of real, personal or mixed property choses in action; to receive and accept transfers pledges, mortgages, and conditional sales contracts and to deal with the same as owner, lender, assignee, factor, or otherwise as a means of security or of recovering money or property advanced, invested or loaned; to conduct investigations and credit or business researches; and to repossess by legal process or otherwise for the enforcement of any property rights, liens, or interest in property.

G. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue loans, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable or non-negotiable, and whether secured or unsecured.

H. To conduct business in this state, other states, District of Columbia, territories or colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this this state, and to acquire, receive, purchase, lease, mortgage, dispose of and convey real or personal property situated therein.

I. To acquire the good will, rights, property and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or organization; to pay for the good will, rights, property and assets in cash, the stock of this corporation or bonds of this corporation or otherwise, or by undertaking the whole or any part of the liabilities of the transferror; to hold or in any manner to dispose of the whole or any part of the property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all powers necessary or convenient in the conduct and management of such business.

J. To apply for, purchase, register, or in any manner to acquire, and hold, own, use, operate and introduce and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements, processes, labels, designs, brands or other right, and to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly promote these objects or any of them.

K. To purchase, insofar as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold, pledge and reissue shares of its own capital stock; provided that such stock, while so acquired and held, shall not be entitled to vote nor to receive dividends.

L. To guarantee the performance of contracts, agreements, undertakings, obligations, promises or duties of contractors, subcontractors or other persons.

M. To enter into contracts or obligations of any type or kind essential, necessary, convenient or proper to the transaction of its ordinary business affairs, or for any of the objects and purposes of the corporation. To appoint agents, subagents and salesment, and to enter into all necessary contracts with agents, subagents, salesmen and dealers.

O. All of the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation' provided, however, that nothing herein contained shall be deemed to authorized or permit the corporation to carry on any business or to exercise any power or to do any act which corporations formed under the laws of the State of Idaho may not carry on or do at the time.

It is the intention of this Article II of these Articles of Incorporation shall, except as otherwise provided, in no wise be limited or restricted by reference or inference from the terms of any other clause or paragraph in this Article, or of any other provision of these Articles of Incorporation.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of the corporation's registered office and primary office of business shall be 1336 Owyhee St., Kuna, Idaho 83634. The initial registered agent is Michael Fuhriman.

ARTICLE V

The amount of capital stock of this corporation shall be 10,000 shares of \$100 PAR value nonassessable common stock.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u># of Shares</u>	<u>Class of Stock</u>
Michael Fuhriman	1336 Owyhee St. Kuna, Ida 83634	360	100 par Value
Horace Fuhriman	1211 Owyhee St. Kuna, Ida 83634	120	100 par Value
Gary Fuhriman	25 So. 20th St. Payette, Ida 83661	120	100 par Value
Tessie Clifford	1211 Owyhee St. Kuna, Ida 83634	120	100 par Value

ARTICLE VII

The board of Directors shall consist of two (2) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting the Board of Directors shall not be less than two (2) nor more than seven (7).

ARTICLE VIII

The name and address of the initial Board of Directors are set forth as follows:

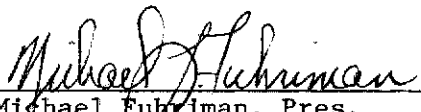
<u>Name</u>	<u>Address</u>
Michael Fuhriman	1336 Owyhee Ave. Kuna, Idaho 83634
Gary Fuhriman	25 So. 20th St. Payette, Idaho 83661

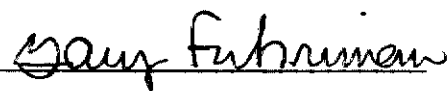
ARTICLE IX

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in,

or are directors or officers of such other corporation; and director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested, may be counted in determining the existence of the quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporators of said corporation have hereunto set their hands and seals this 1 st day of June, 1985.


Michael Fuhrman, Pres.


Gary Fuhrman, Vice-Pres.

STATE OF IDAHO)

COUNTY OF CANYON }

ss.

On this 1 st day of June, 1985 before me, the undersigned, a Notary Public in and for said State, personally appeared Michael Fuhriman and Gary Fuhriman, known to me to be the persons whose names are subscribed to the forgoing instrument and acknowledge to me that they excuted the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate firt above written.

W L Griggs

Notary Public for Idaho
Residing at Nampa, Idaho