



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SEDNA, 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: July 24, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Eugene W. Zabala*

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SECRETARY OF STATE

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ARTICLES OF INCORPORATION

OF

SEDNA, INC.

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THIS IS TO CERTIFY that Patricia A. Baird,
being over the age of 18 years, executed these Articles of
Incorporation for the purpose of forming a corporation under
the laws of the State of Idaho.

ARTICLE I

IDENTIFICATION

1. Name. The name of this corporation shall be SEDNA, INC.
2. Duration. The duration of this corporation shall be perpetual.
3. Registered Office. The location and post office address of the registered office is Center Office of Downtown Clark Fork, Clark Fork, Idaho 83864.
4. Registered Agent. Antoni De Concini, who is a resident of the state of Idaho and whose business office is with the registered office, is designated as the registered agent.
5. Incorporator. The name and address of the incorporator is: Patricia A. Baird 3230-357th ave SE, Fall City, Wa 98024.
6. Initial Directors. There shall be one (1) director, who shall serve initially as such until the first annual meeting or until their successors are chosen and qualified. Their names and addresses are Patricia A. Baird, address same as item 5 above.

ARTICLE II

PURPOSES, POWERS, AND PROHIBITIONS

1. Purposes. The nature and business of the corporation, and its objects and purposes, are stated to be and include the transaction of any or all lawful business for which corporations

may be incorporated under the Idaho Business Corporation, as it now exists or as it may be amended, and specifically, but not by way of limitation, to:

A. Principal Business Purposes.

To engage in the research, design, testing and manufacture of innovative, ecological, and technologically advanced outdoor recreational products.

B. Any Other Business. Engage in any other business, the conduct of which is not forbidden to general business corporations by the constitution, statutes, or common law of the State of Idaho.

C. Securities. Purchase, sell, and generally deal in, stocks, bonds, and other securities of every nature.

D. Property. Purchase, acquire, lease, hold, own, operate, use, enjoy, encumber, sell, transfer, and convey real and personal property of every kind and description or any part therein, irrespective of its nature of use, including stock in other corporations, and particularly including buildings, plants, warehouses and factories, and all kinds of commodities.

E. Research. Establish, maintain, and operate chemical, physical, and industrial research as may be necessary, useful, or convenient in connection with any business of the corporation, and to produce, manufacture, construct, import, purchase, or otherwise acquire, to own, process, develop and use, to sell, lease, exchange, export, or otherwise dispose of or turn to account, and generally to deal in and with articles or substances invented or developed thereby.

F. Deal in Inventions, Copyrights, and Trademarks. Acquire (by application, assignment, purchase, exchange, lease, hire, or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications therefor, licenses, formulas, privileges, processes, copyrights and applications therefor, trademarks and applications therefor, and trade names and applications therefor.

G. Ancillary Purposes. Do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all things incidental to them or connected with them that are not forbidden by law, or by these Articles of Incorporation.

2. Powers. The corporation, subject to any specific written limitations or restrictions imposed by the Idaho Business Corporation, as it now exists or as it may be amended, or by these Articles of Incorporation, and in furtherance of the purposes set forth in Paragraph 1 of this Article, shall have and exercise the following powers:

A. Statutory Powers. To have and exercise all the powers specified in the statute under which this corporation is organized as it now exists or as it may be amended.

B. Natural Persons. To do any and all things herein set forth to the same extent as natural persons might and could do, and in any part of the world, as principals, agents, brokers, solicitors, adjusters, representatives, or otherwise, and either alone or in company with others.

C. Officers, Agents, Employees, and Compensation. To elect or appoint officers and agents to hire employees; to define their duties; to fix their compensation; and to pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, ;and other incentive plans for any or all of its directors, officers, agents, and employees.

D. Attorneys-in-Fact. To appoint a duly authorized attorney-in-fact, with full authority to bind this corporation in all matters and things as fully and completely as a natural person in law could do.

E. Payments and Gifts for Services, Etc. To make payments and gifts by way of bonus or otherwise, either in money or any other valuable property, as may from time to time be deemed expedient for services of any kind rendered or for information or advice received.

F. Donations. To make donations for the public welfare or for charitable, scientific, or educational purposes; and in time of war, to make donations in aid of war activities.

G. Deal in Real Property. To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey, or mortgage, either alone or in conjunction with others, real estate of every kind, character, and description whatsoever or any interest therein.

H. Deal in Personal Property. To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, manage, operate, mortgage, pledge, give as security, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property, tangible or intangible, and

commodities of every kind, character, and description whatsoever or any interest therein.

I. Payments in Securities. To pay for any rights or property acquired by the corporation in shares of stock, debentures, or other securities of the corporation.

J. Deal in Securities - Generally. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise deal in and dispose of shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnership, individuals, or other entities, including direct or indirect obligations or other securities of the United States or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

K. Deal in Own Securities. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of, the shares of the corporation in the manner and to the extent permitted by the incorporation statute and these Articles of Incorporation, but not to purchase or make payment for its own shares at a time when the corporation is, or such purchase or payment would render it, unable to pay its debts as they become due in the usual course of its business.

L. Contracts. To enter into, perform, terminate, and rescind contracts and other agreements.

M. Agency. To act as agent or representative for any domestic or foreign corporations, associations, partnerships, individuals, or other entities.

N. Joint Ventures, Etc. To be a promoter, partner, member, associate, or manager of any general partnership, limited partnership, joint venture, trust, or other enterprise; and to enter into any other lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any domestic or foreign corporations, associations, partnerships, individuals, or other entities.

O. Deal in Charters, Licenses, and Memberships. To acquire (by application, assignment, purchase, exchange, lease, hire, or otherwise), hold, own, use, license, lease, sell, convey, or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits (whether indeterminate or otherwise), certificates of convenience and necessity, certificates of authority, memberships, seats on commodity and other exchanges, and other authorizations.

P. Deal in Good Will. To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, use, assign, lease, sell, convey, or mortgage, either alone or in conjunction with others, the rights, property, and business of any domestic or foreign corporations, associations, partnerships, individuals, or other entities.

Q. Borrow. To borrow or raise money from time to time without limit as to amount; to execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including but without limiting the generality thereof, promissory notes, drafts, bills of exchange, bonds, debentures, and other negotiable or nonnegotiable instruments and evidences of indebtedness; and to secure the payment and performance of the obligations thereunder by mortgage on, pledge of, or other security interest in, the whole or any part of the assets of the corporation, whether at the time owned or afterward acquired.

R. Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations created by any domestic or foreign corporations, associations, partnerships, individuals, or other entities.

S. Loans - Generally. To lend money for its corporate purposes, invest and reinvest its funds from time to time, and take and hold any property as security for the payment of funds loaned or invested.

T. Loans to and Use of Credit to Assist Employees. To lend money to its employees, officers, and directors, and to use its credit and otherwise assist its employees, officers, and directors.

U. Shareholders' Agreements. To become a party to agreements among all or a majority of its shareholders, which agreements may provide, among other things, for restrictions on transfers and the purchase or redemption of stock.

V. Governmental Policy. To transact any lawful business which the Board of Directors finds will be in aid of governmental policy.

W. Tax Elections. To make any tax elections now or hereafter authorized.

X. Ancillary Powers. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

3. Territory. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the incorporation statute within or without this state, and in any state, territory, or district, or possession of the United States, or in any foreign country.

4. Direction of Purposes and Exercise of Powers. The Board of Directors, subject to any specific written limitations contained in shareholders' agreements, or by restrictions imposed by the incorporation statute, or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the corporation without previous authorization or subsequent approval by the shareholders.

5. Limitations. Nothing contained in these Articles of Incorporation shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under the incorporation statute, or any amendments thereto or substitutes therefor, may not at any time lawfully carry on or do.

ARTICLE III

CAPITAL AND LIABILITIES

1. Authorized Shares - One Class. The authorized capital stock of the corporation is 3000 shares of common stock, having a par value of \$.50 each.

2. Stated Capital. The sum of the par value of all shares of the capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

3. IRC §1244 Stock. The Board of Directors is authorized to designate from time to time certain shares of stock as §1244 stock, as defined and qualified under the provisions of §1244 of the Internal Revenue Code, as it presently exists, and as it may be amended, and pursuant to regulations promulgated thereunder. All shares of such §1244 stock shall be issued for money or other property (other than stock and securities).

4. Preemptive Rights. Except as provided in a shareholders' agreement, the shareholders shall have the preemptive right to purchase at the established respective equitable prices, terms, and conditions (including adjustments to such cash or fractional shares as may be necessary to avoid the issue of fractional shares), as shall be fixed by the Board of Directors, such of the shares of the capital stock of the corporation (a) as may be initially authorized, but in excess of subscriptions, or (b) as may be authorized from time to time over and above the shares initially authorized in

Article III(1), or (c) as may be shares held in the treasury of the corporation, from time to time, whether derived from such original shares authorized or from shares thereafter authorized. The preemptive right shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

5. Consideration. All of the capital stock may be issued by the corporation from time to time for such consideration of labor, services, money, or property as may be fixed by the Board of Directors and as authorized by law; PROVIDED, HOWEVER, that consideration for \$1244 shares shall be money or property, as provided in Article III(3).

6. Personal Liabilities. The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever.

7. Voting. Each share of capital stock, as and when issued, shall be entitled to one vote.

8. Dividends. The holders of the outstanding capital stock shall be entitled to receive, as and when declared by the Board of Directors, solely out of the unreserved and unrestricted earned surplus of the corporations, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

9. Purchase or Redemption. The corporation may purchase or redeem a portion or all of the shares held by less than all of the shareholders, upon such terms and conditions as may be approved by the Board of Directors. Purchases and redemptions may be made from capital surplus. No purchase of or payments of the purchase or redemption shall be made at a time when the corporation is insolvent or when the purchase or payment would make it insolvent. All shares purchased or redeemed shall be held as treasury stock, unless and until the Board of Directors orders the shares canceled.

10. Transfer of Shares.

A. Transfer Agent or Registrar. The Board of Directors may appoint one or more transfer agents or registrar for the capital stock and may specify that shareholders shall give notice of changes of their addresses to one or more transfer agents.

B. Tax Numbers and Addresses. Each shareholder shall notify the corporation or the agent or registrar, in writing, of his income tax identification number and of his mailing address and of any changes in his address from time to

time. The failure so to do shall relieve the corporation of liability for failure to direct notices, dividends, or other documents or property to an address other than the one appearing on the stock transfer books.

C.

Negation of Equitable Interests in Shares or Rights. The corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the stock transfer books as the sole owner of such stock, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, the share or right on the part of any other person, whether or not the corporation has notice of it.

D. Lien on Shares. The corporation shall have a first lien upon the shares of stock of the shareholders and upon all dividends due them for any indebtedness of the shareholders to the corporation.

11. Limits on Transfers. No stock in this corporation shall be transferred to any person contrary to the provisions of any agreement then in effect among a part or all of the shareholders and/or the corporation. The corporation shall not be liable for any prohibited transfer if it had no notice of the agreement prior to the transfer.

12. Permitted Transfers. The restrictions on the transfer of stock provided hereinabove shall not prohibit the transfer of shares as authorized by a voting trust agreement. The transfer of voting trust certificates shall be subject to the same restrictions and limitations applicable to the transfer of shares of stock.

ARTICLE IV

INTERNAL AFFAIRS

1. By-Laws. The Board of Directors shall have authority to make and alter the By-Laws, subject to the power of the shareholders to amend or repeal them.

2. Annual and Special Meetings. The annual meetings of the shareholders and directors shall be held at the time and place as provided in the By-Laws. Special meetings of shareholders and directors may be held upon the notice and at the time and place as provided in the By-Laws. The Board of Directors may meet and transact business of this corporation at any place within or without the State of Washington.

3. Quorum at Shareholders' Meetings. A quorum at a meeting of shareholders shall be constituted by the representation

in person or by proxy of ONE HUNDRED PERCENT of the shares entitled to vote.

4. Action Without Meeting. Minutes and/or resolutions approved in writing by all of the shareholders and/or by all of the directors shall be valid and effectual as if they had been passed or adopted at a meeting of the shareholders and/or of the directors duly called and constituted.

5. Ratification by Shareholders. Any contract, transaction, or act of the corporation or of the directors or of any officers of the corporation which is ratified by a majority of the shareholders present at any annual or special meeting called for that purpose, at which a quorum is present, shall, insofar as permitted by law, be as valid and as binding as though ratified by every shareholder of the corporation.

6. Management.

A. Board of Directors. This corporation shall be managed by a Board of Directors of one (1) or more directors. Except for the initial directors, the number shall be fixed by the Board of Directors as provided in the By-Laws. The initial Board of Directors shall consist of the number fixed in Article I(6).

B. Executive Committee. The Board of Directors may by resolution passed by a majority of their whole board, designate two or more of their number to constitute an executive committee, who, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in management of the business of the corporation.

7. Reserves. The Board of Directors shall have power, from time to time, by resolution to create a reserve or reserves out of its earned surplus for any proper purpose or purposes and may abolish any such reserve in the same manner. Earned surplus to the extent so reserved shall not be available for the payment of dividends or other distributions by the corporation except as expressly permitted by the incorporation statute.

8. Compensation of Directors. The Board of Directors is authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefor in any form.

9. Transactions in Which Directors Have an Interest. Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members of employees,

or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation which acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

10. Indemnity. The corporation shall indemnify any person made a party to any action, suit, or proceeding, whether civil or criminal, by reason of the fact that he, or his personal representative, is or was a director, trustee, officer, employee, or other agent of the corporation, or was serving at the request of the corporation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or was a director, trustee, officer, employee, or agent of a corporation which was a predecessor corporation of the corporation, or another enterprise at the request of such predecessor corporation, against the reasonable expenses, including attorneys' fees actually and reasonably incurred by him in connection with the defense of the action, suit, or proceeding or in connection with any appeal in it. The right of indemnification shall not apply to any action, suit, or proceeding under the Securities Act of 1933, except payment of expenses incurred in the successful defense of this action, suit, or proceeding; in relation to matters as to which the director, officer, or employee shall be adjudged in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation or to the corporation of which he was a director, officer, or employee; or in relation to matters in any such action, suit, or proceeding that are settled or compromised. The right to indemnification conferred by this action shall not restrict the power of the corporation to make any indemnification permitted by law.

11. Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided in this section. Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors. If less than the

entire Board is to be removed, no one of the directors may be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board of Directors. No director shall be entitled to receive notice of or a hearing with respect to his removal.

12. Limits to Liability. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director, officer, or employee of the corporation in good faith, if this person:

A. Reliance Upon Financial Information. Relied upon financial statements of the corporation represented to him to be correct by the President or other officer of the corporation having charge of its books of account or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the corporation, or considered the assets to be of their book value; or

B. Reliance Upon Counsel. Relied upon the advice of legal counsel for the corporation.

13. Distribution from Capital Surplus. The Board of Directors may from time to time make distribution to its shareholders out of capital surplus, subject to any restrictions and requirements of applicable law.

ARTICLE V

AMENDMENTS TO ARTICLES

This corporation reserves the right to amend, alter, change, add to, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Washington. All rights and powers conferred by these Articles of Incorporation upon the directors and officers are granted subject to this reservation. No amendment to these Articles shall be made which alters or removes any provision for the protection of minority shareholders without their consent.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in duplicate this ___ day of July 15, 1991.

Patricia A. Baird