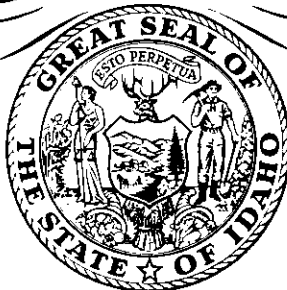


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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

SKI POLE SPECIALISTS, INC.

was filed in the office of the Secretary of State on the **First** day
of **November,** A.D. One Thousand Nine Hundred **Sixty-one** and
duly recorded on Film No. **114** 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

Fifty years from the date hereof, with its registered office in this State located at
Ketchum in the County of **Blaine**

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 **1st** day of **November**,
A.D., 19 **61**.

Secretary of State.

1 ARTICLES OF INCORPORATION
2 OF
3 SKI POLE SPECIALISTS, INC.
4

5 KNOW ALL MEN BY THESE PRESENTS: That We, EDWARD L. SCOTT of
6 Ketchum, Idaho, Roger Johnson of Ketchum, Idaho and Mary Bailey of
7 Ketchum, Idaho desiring to form a corporation under and by virtue of the
8 laws of the State of Idaho, do hereby associate ourselves together for said
9 purpose and execute, acknowledge, adopt and file the following Articles of
10 Incorporation:
11

12 ARTICLE I.
13

14 The name of this corporation shall be SKI POLE SPECIALISTS, INC.;

15 ARTICLE II.
16

17 That the names of the persons so hereby associating themselves for the
18 purpose aforesaid are EDWARD L. SCOTT of Ketchum, Idaho, Roger
19 Johnson of Ketchum, Idaho, and Mary Bailey of Ketchum, Idaho, all of
20 whom are residents, of the State of Idaho, all of whom are over the age
21 of twenty-one years;

22 ARTICLE III.
23

24 The principal place of business and registered office of this corporation shall
25 be Ketchum, Idaho, and there may be such other subordinate and branch
26 offices hereafter either within or without the State of Idaho as the Board of
27 Directors of said corporation may determine;

28 ARTICLE IV.
29

30 The general nature of the business to be transacted by this corporation and
31 the objects and purposes for which this corporation is formed are as follows:
32

1 To buy, sell, operate, maintain, exchange, lease, mortgage and convey real
2 and personal property within and without the State of Idaho; to act as agent
3 for the sale of real and personal property; to erect, maintain, equip, furnish
4 and operate buildings;

5
6 To do any and all other things necessary in the operation and improvement of
7 all property held by said corporation; to loan money and to take in return
8 therefor notes, bonds or other evidence of indebtedness together with con-
9 ditional sales contracts, mortgages, Trust Deeds or pledges to secure the
10 payment of the same; to take, own, sell, buy and assign evidence of indebted-
11 ness, accounts, notes and mortgages either for itself or as agent for others
12 and to do all things necessary to enforce the collection of the same; to act
13 as and perform the duties of a sales agent, broker, factor and/or commission
14 merchant in the acquisition and sale of real and personal property; to enter
15 into contracts and agreements for sales agencies, brokerage factor and/or
16 commission merchant for the acquisition and sale of real and personal prop-
17 erty;

18
19
20 To borrow money and to issue therefor its notes or bonds or other evidence
21 of its indebtedness and to secure the payment of the same by the execution
22 of a Pledge Deed, Trust Deed, Conditional Sales Contract, or real or chattel
23 mortgage upon any or all of its real or personal property; to sell and convey
24 all or any of its corporate property, whether real or personal giving to the
25 purchaser thereof as full and complete title as may be possessed by said
26 corporation.

27
28 To subscribe for and buy and sell the stock of any other corporation to such
29 extent as is permitted by the law of the State of Idaho or by the law of any
30 jurisdiction in which the corporation may hereafter operate; to do any and all
31 things hereinbefore set forth and such other acts and deeds as may be necessary
32

1 or expedient in carrying out the objects and purposes for which this cor-
2 poration is formed as hereinbefore set forth to the same extent and as fully
3 as natural persons might do in any State or territory of the United States of
4 America and generally to do and perform whatever other or additional acts
5 may be necessary or desirable for the accomplishment of the purposes for
6 which this corporation is formed.
7

8
9 ARTICLE V.

10 The capital stock of this corporation shall be Two Hundred Thousand
11 (\$200,000.00) Dollars, divided into Twenty Thousand (20,000) shares of
12 the par value of Ten (\$10.00) Dollars, per share and said stock shall be non-
13 assessable and all Certificates of Stock issued to any purchaser of stock
14 of this corporation shall have printed thereon the following words: "This
15 stock is fully paid up and is non-assessable."
16

17 ARTICLE VI.

18 That Fifty Thousand and Twenty (\$50,020.00) Dollars, worth of the capital
19 stock of this corporation has been subscribed by the following named persons
20 in the amounts set opposite their respective names, to-wit:
21

22	EDWARD L. SCOTT	\$50,000.00
23	ROGER JOHNSON	10.00
24	MARY BAILEY	10.00
25		

26 ARTICLE VII.

27 That the government and management of the business of this corporation shall
28 be vested in a Board of three (3) Directors and that Edward L. Scott,
29 Roger Johnson and Mary Bailey shall be and constitute the first Board of
30 Directors of this corporation and shall hold their offices as such until
31 their successors are elected and qualified.
32

ARTICLE VIII.

The Directors as well as the stockholders shall have power to make such prudential By-Laws as they may deem proper for the management of the corporation not inconsistent with the general By-Laws of the corporation and power is hereby conferred upon the Board of Directors by a two-thirds vote of said Directors to repeal and/or amend the general By-Laws of the corporation and to adopt new general By-Laws;

ARTICLE IX.

That the time of commencement of this corporation shall be the day on which a copy of these Articles of Incorporation is filed in the Office of the Secretary of State of the State of Idaho and in the Office of the County Recorder of Blaine County, Idaho, and this corporation shall continue in existence for the term of fifty (50) years thereafter.

IN WITNESS WHEREOF, The said parties have hereunto set their hands and seals this 31st day of October, 1961.

Edward L. Scott (SEAL)

Raymond H. Johnson (SEAL)

Mary J. Bailey (SEAL)

1 STATE OF IDAHO)
2 : ss.
3 County of Blaine)

4 On this 31ST day of October, 1961, before me, the
5 undersigned, a Notary Public in and for said State, personally appeared
6 EDWARD L. SCOTT known to me to be the person whose name is subscribed
7 to the foregoing instrument and acknowledged to me that he executed the same.

8
9 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial
10 seal the day and year first above written.

11
12 J. W. Haines

Notary Public

13 Residing at: Hailey, Idaho

14 STATE OF Idaho)
15 : ss.
16 County of Blaine)

17 On this 31ST day of October, 1961, before me, the
18 undersigned, a Notary Public in and for said State, personally appeared
19 Roger W. Johnson known to me to be the person whose
20 name is subscribed to the foregoing instrument and acknowledged to me that
21 he executed the same.

22
23 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
24 notarial seal the day and year in this certificate first above written.

25
26 J. W. Haines

Notary Public

27 Residing at: Hailey, Idaho
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STATE OF Idaho)
County of Blaine : ss

On this 31st day of October, 1961, before me,
the undersigned, a Notary Public in and for said State, personally appeared
Mary J. Bailey known to me to be the
person whose name is subscribed to the foregoing instrument and acknow-
ledged to me that he executed the same.

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

James H. Lewis
Notary Public
Residing at: Hamlet, Idaho