

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

BIG CEE MARINA, INC.

was filed in the office of the Secretary of State on the **Twenty-sixth** day of **July**, 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

perpetual existence from the date hereof, with its registered office in this State located at

Mountain Home

in the County of

Elmore

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 **26th** day of **July**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION

of

BIG CEE MARINA, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being three natural persons of full age and being all citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of the State of Idaho, do hereby adopt the following articles of incorporation, to-wit:

I

NAME

The name of this corporation shall be BIG CEE MARINA, INC.

II

PURPOSES

The purposes for which this corporation is formed are as follows:

(a) To engage in the general business of promoting owning, managing, operating, purchasing, selling, designing, installing, repairing and otherwise dealing in and with all types of marine equipment, supplies and accessories, including all types of boats, motors, trailers, nautical supplies and accessories of all types and descriptions and to engage in a general mercantile business, buying and selling merchandise of all types and descriptions, either at wholesale or retail.

(b) To acquire by purchase, lease or otherwise lands and interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any such lands, buildings or other structures with the appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any land so owned, held or occupied and to sell, encumber or otherwise dispose of the same and to acquire by purchase, lease or by any other way such personal property as is deemed necessary or useful in the equipment, furnishing, improvement, development or management of any real or personal property owned, held or used by the corporation;

(c) To enter into, make, perform and pay out contracts of every kind or nature with any person, firm or corporation, both municipal and private;

(d) To institute, enter into, carry on, assist, promote or participate in financial, commercial or industrial or other businesses or works, enterprises and operations of all types and descriptions;

(e) To acquire and pay for in cash, stocks or bonds in the corporation or otherwise the good will, rights and assets and property and to undertake to assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; to sell, dispose of, lease, assign, transfer, mortgage and convey the rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, vote, sell, pledge or otherwise dispose of and deal in shares,

bonds, securities, debentures and other evidence of indebtedness of other corporations, domestic or foreign;

(f) To make, draw, accept, endorse, transact, execute and issue promissory notes, bills of exchange and other negotiable instruments;

(g) In furtherance of the purposes of the corporation, to incur debt and raise, borrow and secure the payment of money in any lawful manner, including the issuance and sale or other disposition of stocks, bonds, debentures, obligations, negotiable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise;

(h) To carry on any other business which may seem to the corporation capable of being financially carried on in connection with its business or calculated directly or indirectly to enhance the value or render profitable any of the corporation's property or rights;

(i) To perform any part of its business inside or outside of the State of Idaho and to do all things set forth herein to the same extent and as fully to all intents and purposes as a natural person might or could do;

(j) To purchase, hold, sell and transfer the shares of its own capital stock; PROVIDED, HOWEVER, that it shall not use its funds and property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly; to conduct business in this state, other states, the District of Columbia

and in foreign countries and to have one or more offices and places of business out of this state and to acquire, receive, hold, purchase, lease, mortgage, dispose of or convey real or personal property located outside of this state;

(k) In general, to carry on any other business in connection with the foregoing and to have and exercise all rights and powers conferred by the laws of the State of Idaho upon corporations and to do all acts necessary or expedient to accomplish the purposes herein enumerated.

III

DURATION

The period of existence and duration of this corporation shall be perpetual.

IV

REGISTERED OFFICE

The location and post office address of the principal place of business and registered office of this corporation shall be the City of Mountain Home, in the County of Elmore, State of Idaho.

V

CAPITAL STOCK

The amount of the capital stock shall be \$75,000.00, to consist of 750 shares of common stock of the par value of \$100.00 per share. No distinction shall exist between the shares of the corporation and all such shares shall have the same rights in the corporation. All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services or any other right or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid the same as though paid in cash at par, and the

Board of Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock.

VI

INCORPORATORS

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

NAME	POST OFFICE ADDRESS	NO. OF SHARES
Raymond H. Carter	275 South 4th East, Mt. Home, Idaho	1 share
Donald E. Rogers	117 Mt. View Drive, Mt. Home, Idaho	1 share
H. Lee Fair	4203A Mountain Village, Mt. Home Air Force Base, Idaho	1 share

VII

GOVERNING BODY

The governing body of this corporation shall consist of a board of three directors,,which shall be elected annually as provided by the by-laws. The number of the Board of Directors may be changed from time to time as prescribed by the by-laws, but shall be not less than three nor more than seven. The names and post office addresses of those who are selected to act as directors until the first annual election are as follows:


NAME	POST OFFICE ADDRESS
Raymond H. Carter	275 South 4th East, Mt. Home, Idaho
Donald E. Rogers	117 Mt. View Drive, Mt. Home, Idaho
H. Lee Fair	4203A Mtn. Village, Mt. Home Air Force Base, Idaho

In addition to other powers, the Board of Directors is authorized to make, alter or amend the by-laws of the corporation, to fix the amount of capital stock to be reserved as working capital or treasury stock, over and above its capital stock paid in, and to authorize and cause to be executed mortgages, liens, or other encumbrances on the real and personal property of the corporation.

We, the undersigned, being each one of the original subscribers to the capital stock hereinbefore mentioned, for the purpose of forming a corporation to do business both within and outside of the State of Idaho, and pursuant to the laws of the State of Idaho, do hereby make and file these articles of incorporation and we respectively agree to take the number of shares of stock hereinbefore set opposite our respective names.

IN WITNESS WHEREOF, we have hereunto set our hands in the City of Mountain Home, County of Elmore, State of Idaho, this 1st day of July, 1961.


Raymond H. Carter

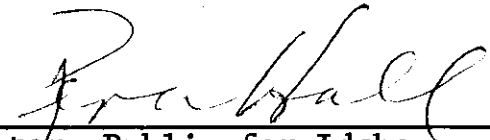

Donald E. Rogers


H. Lee Fair

STATE OF IDAHO,)
) ss.
COUNTY OF ELMORE,)

On this 26th day of July, in the year 1961, before me, the undersigned, a Notary Public in and for said State, personally appeared Raymond H. Carter, Donald E. Rogers and H. Lee Fair, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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



Notary Public for Idaho,
Residing at Mt. Home, Idaho.