

State of Idaho

Department of State

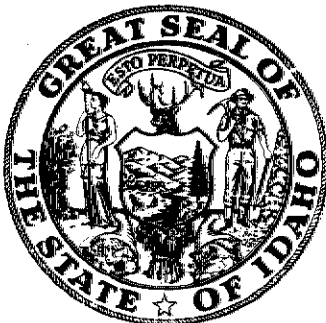
CERTIFICATE OF INCORPORATION OF

POWERSPORTS, INC.
File number C 117708

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: January 3, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

**Articles of Incorporation
of
PowerSports, Inc.**

JAN 3 10 51 AM '97
SECRETARY OF STATE
STATE OF IDAHO

1. **Name:** The name of the corporation is PowerSports, Inc.
2. **Duration:** The period of its duration is perpetual.
3. **Profit:** This is a for corporation.
4. **Purposes:** The purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
5. **Shares Authorized:** The aggregate number of shares which the corporation shall authority to issue is 10,000 shares of voting common stock and 10,000 shares of non-voting common stock, each without par value.
6. **Preemptive Rights:** Shareholders shall have preemptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.
7. **Business Affairs:** Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the corporation's By Laws, including restrictions on the transfer of shares.
8. **Registered Agent and Office:** The initial registered agent is:

Brett Ward Carlsen

and the initial registered Office is:

4941 Hawthorne Road
Chubbuck, Idaho 83202

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IDAHO SECRETARY OF STATE
DATE 01/03/1997 0900 51838

CK #: 946 CUST# 74141

CORP

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#: C

9. **Board of Directors:** The number of directors constituting the initial Board of Directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until the successors are elected and shall qualify are:

Brett W. Carlsen
4941 Hawthorne Rd.
Chubbuck, Idaho 83202

Jordan R. King
605 Hazel P.O. Box 519
Arco, Idaho 83213

Chris C. Hymas
790 N. 150 W.
Logan, Utah 84321

10. **Incorporators:** The name and address of each incorporator is:

Brett W. Carlsen
4941 Hawthorne Rd.
Chubbuck, Idaho 83202

Dated this 11/29/96

Brett W. Carlsen

STATE OF IDAHO)
)
County of Bannock)

On this 29th day of November, 1996, before me, the undersigned, a Notary Public in and for said States, personally appeared Brett W. Carlsen, known to me to be the person whose name is subscribed to the foregoing and acknowledged to me that he executed the same.

In witness whereof, I have hereunto set my hand and seal the day and year first above written.

David Thomas
Notary Public for Idaho

Idaho, ID
Residing at:

5/22/2001
My Commission Expires: