



CERTIFICATE OF INCORPORATION
OF

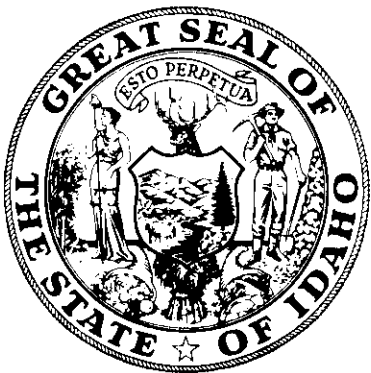
BURGESS BROTHERS INCORPORATED

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 BURGESS BROTHERS
INCORPORATED

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: **December 13, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

SECRETARY OF
STATE

OF

BURGESS BROTHERS INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a natural person 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 Burgess Brothers Incorporated.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The purposes for which said corporation is formed are;

A. To manage and operate a retail business or retail businesses engaging in the sales of sports and leisure products and other related and unrelated products.

B. To enter into, make and perform distribution agreements and/or distribution licenses and to enter into, make and perform retailing agreements and/or retailing licenses or otherwise create distribution outlets alone or in company with others and retail outlets alone or in company with others for the purpose of distributing or retailing to end users those certain products aforementioned.

C. To hire and employ independent contractors, agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others. To adopt assumed names for the business purposes of the Corporation, and to register trade-names and trademarks as deemed necessary or convenient for the operations of said Corporation.

D. To enter into, make and perform contracts and agreements of every kind and description with any person, firm, association, corporation, or governmental entity, including, but in no way limited to contracts to borrow or raise money.

E. To carry on any business whatsoever, that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in or allowed under the statutes of the State of Idaho and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this Corporation is formed, and such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or

could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purpose and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of the general powers of this Corporation granted to it by its existence as provided by the Idaho Business Corporation Act.

ARTICLE IV

The capital stock of the Corporation shall be 100 shares of common stock without par value. All stocks of the Corporation shall be of the same class, common, and shall have the same rights and preferences. No shares of the capital stock of the Corporation shall be subject to assessment for any reason.

ARTICLE V

The authorized and treasury stock of this Corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. There are no provisions limiting or denying to shareholders a pre-emptive right to acquire additional or treasury shares of the Corporation.

ARTICLE VI

The transfer of the stock of this Corporation shall be subject to the following limitations, to-wit: No shares of stock of this Corporation shall be transferred by any stockholder to any non-stockholder, unless such stockholder desiring to transfer the same shall first make written offer to the Secretary of the Corporation itself, offering to sell said shares for a given price pursuant to specified terms. Such written offer may be accepted in writing by the Secretary of the Corporation within ten (10) days of the date of said offer. In determining the date of such offer or the date of the acceptance thereof, the postmarked date on the envelope of mailing shall be controlling. In the event said offer to sell shall not be accepted within the ten (10) days by the Corporation itself, then the same offer of sale of stock must be made to the remaining shareholders of the Corporation in the same manner as above described. In the event said offer to sell shall be accepted by more than one

remaining stockholder, then they shall be entitled to buy such offered shares for such offered price in the same proportions as the shares owned by them shall bear to the total issued shares of the Corporation, other than those shares being offered for sale or transfer, and if such proportions shall result in a fractional share, the stockholder entitled to purchase the major fraction thereof shall be entitled to purchase all of such share, but in the event two or more are equally entitled to purchase such a fractional share, then such stockholders so entitled to purchase shall determine purchase thereof by lot. In the event that said offer to sell shall not be accepted as herein provided, by either the Corporation itself or one of the remaining stockholders, the offering stockholder shall be free to offer to sell said shares to any third person, but only for the price and upon the terms as stated in said offer to the Corporation of the remaining stockholders.

ARTICLE VII

The address of the Corporation's initial registered office shall be 4817 Burlington, Boise, Idaho 83704. The name of the Corporation's registered agent at that address is David C. Burgess.

ARTICLE VIII

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.

At the first meeting of the shareholders of the Corporation and at each annual meeting thereafter, the shareholders shall elect directors to hold office until the next succeeding annual meeting of the shareholders. Each director so elected shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.

At all elections for directors, each stockholder shall be entitled to as many votes as shall equal the number of his shares of stock multiplied by the number of directors to be elected and he may cast all of such votes for a single director, or may distribute them among the number to be voted for and any two or more of them as he may see fit. That is to say that there may be cumulative voting.

In addition to the powers and authorities provided for by these Articles and the Corporation's By-Laws, the directors are hereby empowered to exercise all of such powers to do all such things and acts as may be exercised or done by the Corporation, subject, nevertheless to the provisions of the statutes of the State of Idaho or any other state in which said Corporation may be operating.

ARTICLE IX

The names and addresses of the initial directors to serve until the first annual meeting of the shareholder or until their successors be elected and qualify are as follows:

David C. Burgess
4817 Burlington
Boise, Idaho 83704

James N. Burgess
7506 Claret Street
Salt Lake City, Utah 84110

The name and address of the initial incorporator is as follows:

David C. Burgess
4817 Burlington
Boise, Idaho 83704

ARTICLE X

The Board of Directors by a majority vote shall have the power to repeal and amend the By-Laws and to adopt new By-Laws.

ARTICLE XI

No contract or other transaction between the Corporation and 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; any director individually, or any firm of

IN WITNESS WHEREOF, we have hereunto set our hands and
seals this 13 day of December, 1984.

David C Burgess
DAVID C. BURGESS

STATE OF _____)
COUNTY OF _____) ss.

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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
Residing at _____

My Commission Expires:
