



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

BOB'S BICYCLE OUTDOOR CENTRE, INCORPORATED

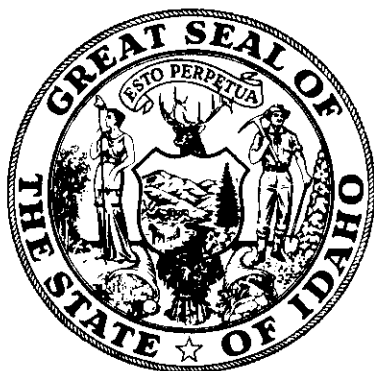
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

BOB'S BICYCLES OUTDOOR CENTRE, 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 July 8, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

JUL 8 1 59 PM '80
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

BOB'S BICYCLES OUTDOOR CENTRE, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being of full age and citizens of the State of Idaho and of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

I.

NAME

That the name of the corporation shall be BOB'S BICYCLES OUTDOOR CENTRE, INCORPORATED.

II.

CORPORATE PURPOSES

- A. To carry on and conduct any and all lawful business.
- B. To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient, or auxiliary to any of the objects hereinabove enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying out its purposes, or for the

purpose of attaining and furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a co-partner or natural person could do or exercise, and which now or hereafter may be authorized by law, and in any part of the world.

C. The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall in nowise be limited or restricted, by reference to or inference from the terms of any clause, but shall be regarded as independent purposes and powers; and no recitation, expression, declaration, or specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

D. To conduct business in this state, other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, and to have one or more offices outside of this state.

III.

EXISTENCE

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

IV.

REGISTERED OFFICE AND AGENT

The location and post office address of the registered office and registered agent of the corporation in the State of Idaho shall be:

Vern B. Ward, 3707 Overland Road, Boise, Idaho. The said address shall be the principal office for the transaction of the business of this corporation.

V.

STOCK

The total number of shares of stock which the corporation shall have authority to issue shall be Five Thousand (5,000) shares of one dollar (\$1) par value common stock. Each share of common stock shall have the same rights, privileges and voting power and the same shall be fully paid and non-assessable.

VI.

INCORPORATORS

The names and addresses of each of the incorporators who are all of full age and citizens of the State of Idaho and are of the United States, and a statement of the number of shares subscribed by each is as follows:

<u>NAME</u>	<u>P. O. ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
Vern B. Ward	4621 Shirley Ave. Boise, Idaho	5,000

VII.

DIRECTORS

The number of directors of the corporation shall not be less than three (3) nor more than seven (7). The number of directors to be chosen within the maximum and minimum limits shall be determined in the manner prescribed in the By-Laws. The initial directors of the corporation are: Vern B. Ward, Nancy J. Ward, and Wayne Crawford.

4621 Shirley Ave.
Boise, Idaho
4621 Shirley Ave.
Boise, Id.
3707 Overland Rd.
Boise, Id.

VIII.

OFFICERS

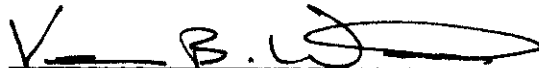
The officers of the corporation shall be a President, Vice-President, and Secretary-Treasurer. One person may be Secretary-Treasurer, or one person may be Secretary and another Treasurer, at the discretion of the Board of Directors. Such officers shall be elected by the Board of Directors, and the Board of Directors shall elect and appoint such officers and agents as they may deem advisable and define the authority of each and prescribe their duties.


IX.


AMENDMENT

The Board of Directors shall have the power and the authority to formulate, repeal and amend the By-Laws of the corporation and to adopt new By-Laws, subject to the restrictions provided by the laws of the State of Idaho.

IN WITNESS WHEREOF, the persons herein named as the incorporators and first Directors have hereunto set their hands this _____ day of June, 1980.


Vern B. Ward

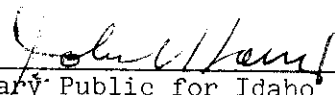

Nancy F. Ward


Wayne Crawford

STATE OF IDAHO)
) ss.
County of Ada)

On this 25 day of June, 1980, before me, the undersigned,
a Notary Public in and for said State of Idaho, personally appeared
Vern B. Ward, Nancy Ward, and Wayne Crawford, known to me to be the per-
sons whose names are subscribed to the within and 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 Boise, Idaho