

09 JUN-18 AM 8:23

ARTICLES OF INCORPORATION
OF
BREWSTER BOAT WORKS, INC.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certifies and adopts the following Articles of Incorporation:

NAME

The name of this Corporation shall be "Brewster Boat Works, Inc."

SHARES

The aggregate number of shares which this Corporation shall have authority to issue is One Million (1,000,000) shares with no par value per share, all of which shall be voting common stock.

PURPOSE

The purpose of the Corporation is to be the successor to Brewster Boat Works, Inc., a California corporation ("BBW California"), to be the survivor corporation following the merger of BBW California into it pursuant to California Corporations Code §1100 et. seq. and intended to be a tax free reorganization pursuant to I.R.C. §368(a)(1)(F), and to carry on the business activities of BBW California.

REGISTERED AGENT

The registered agent of this Corporation and the street address of the registered office of this Corporation are as follows:

Registered Agent
John M. Brewster

Registered Office Address
212 Ironwood Dr., Suite D, Coeur d'Alene, ID
83814

PREEMPTIVE RIGHTS

Shareholders of this Corporation shall not have preemptive rights to acquire additional shares offered for sale by this Corporation.

IDAHO SECRETARY OF STATE
06/18/2009 05:00
CK: 264887 CT: 172899 BH: 1175387
1 @ 20.00 = 20.00 EXPEDITE C # 2

IDAHO SECRETARY OF STATE
06/18/2009 05:00
CK: 273388 CT: 4260 BH: 1175297
1 @ 100.00 = 100.00 CORP # 2

C183527

CUMULATIVE VOTING

Shareholders of this Corporation shall not have cumulative voting rights.

DIRECTORS

A. The name and address of the initial director of this Corporation is as follows:

Name	Address
John M. Brewster	212 Ironwood Dr., Suite D, Coeur d'Alene, ID 83814

B. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except liability for (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

INDEMNIFICATION

The Corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents. Without limiting the generality of the foregoing, the Corporation shall indemnify its directors against all liability, damages, and costs or expenses (including attorney's fees) arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law. No such indemnity shall indemnify any director from or on account of any liability for (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

INCORPORATOR

The name and address of the incorporator is Thomas M. Culbertson, 717 W. Sprague Ave., Suite 1600, Spokane, WA 99201.

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this 18 day of ~~April~~ ^{June}, 2009.



THOMAS M. CULBERTSON
Incorporator