



**CERTIFICATE OF INCORPORATION
OF**

WORN OUT WEST, INC.

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: **September 12, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

by: **Elizabeth M. Basala**

ARTICLES OF INCORPORATION

OF

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WORN OUT WEST, INC.

The undersigned, acting as Incorporators of a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation.

I.

The name of the Corporation is Worn Out West, Inc.

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IV.

The aggregate number of shares which the corporation shall have authority to issue is five hundred (500) shares at \$100.00 par value.

V.

Provisions denying preemptive rights are: None.

VI.

Provisions for the regulation of the internal affairs of this Corporation are: None.

VII.

The address of the initial registered office of the corporation is N. 3830 Moyer, Coeur d'Alene, Idaho 83814 and the name of its registered agent at such address is JERRY L. BASS.

VIII.

The number of directors constituting the initial board of directors of the Corporation is two and the names and addresses of

the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

JERRY L. BASS and ROBERTA J. BASS, Twin Lakes Village, Route #4 Box P-1-551, Rathdrum, Idaho 83858.

The name and address of each incorporator is JERRY L. BASS and ROBERTA J. BASS, Twin Lakes Village, Route #4, Box P1-551, Rathdrum, Idaho 83858.

DATED this 10 day of Sept, 1990.

Jerry L. Bass
JERRY L. BASS

Roberta Bass
ROBERTA J. BASS

STATE OF IDAHO)
ss
County of Kootenai)

On this 10 day of Sept, 1990, before me, the undersigned Notary Public, personally appeared JERRY L. BASS and ROBERTA J. BASS known or identified 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 herein written.

Robert L. Vogel
Notary Public for Idaho
Residing at: CDA
Commission expires 12-23-91