

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

TREASURE VALLEY MARINA & SPORTING GOODS, INC.

was filed in the office of the Secretary of State on the **Fifth** day of **November**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **125** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **5th** day of **November**, A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
TREASURE VALLEY MARINA & SPORTING GOODS, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of legal age, and citizens of the United States and bona fide residents of the State of Idaho, do hereby associate ourselves together for the purpose of forming a corporation under the provisions of the laws of the State of Idaho, and do hereby adopt the following Articles of Incorporation, to-wit:

I.

The name of the corporation shall be "Treasure Valley Marina & Sporting Goods, Inc."

II.

The nature, objects and purposes for which this corporation is formed shall be:

(a) To carry on and conduct a general sporting goods business for the buying, selling, manufacturing, leasing, renting, and disposing of all kinds of sporting goods, athletic equipment, apparel, clothing and any kind of fixture or gear directly or indirectly utilized in sporting or athletic activities and events, both wholesale and retail.

(b) To carry on and conduct a general marina business for the buying, selling, manufacturing, leasing, renting and disposing of all kinds of boats, craft, and any other kind of marine transportation, together with all parts, engines, components, fixtures indirectly in connection with said business, both wholesale and retail.

(c) To buy, sell, lease, rent and dispose of all kinds of appliances, tools, parts, machinery, equipment, and fixtures of all

kinds used directly or indirectly in the sporting goods business and marina business both retail or wholesale, or for general repair, alteration, improvement or the general servicing of sporting goods and equipment or for boats, craft or marine equipment.

(d) To engage in, participate, and take part in, directly and indirectly and to sponsor, back, or support others, individuals or groups and associations, in the participation and taking part in sport shows, meets, games, or any other kind of sporting event, and in boating events, races, regattas or any other kind of marine activity and water sport.

(e) To buy, sell and deal in all kinds of contracts, notes, bills of sale, mortgages and other evidences of debt, and the security for the payment of the same;

(f) To acquire by purchase, subscription or otherwise, and to hold or hypothecate, or to dispose of stocks, bonds, or any other obligation of all kinds: and to sell, trade in and exchange the same, and all classes of stock, bonds, notes, bills of sale and other securities;

(g) To buy, hold, purchase, sell, mortgage, lease or exchange real or personal property of all kinds.

(h) To carry into effect the object and purpose aforesaid, this corporation is authorized to do all and singular the things necessary and convenient to carry out the general purposes for which it is organized.

(i) All the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific powers and objects shall not be held to limit or restrict in any manner the general purposes and powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the

corporation to carry on any business or to exercise any power or do any act which a corporation formed under the laws of the State of Idaho now or hereafter existing may not, at the time, lawfully carry on or do. It is the intention that the purpose, objects and powers specified in each of the paragraphs of this Article II shall, except as otherwise, provided, in no ways be limited or restricted by reference to or inference from the terms of any other clause or paragraph in these Articles contained or of any other provisions of these Articles of Incorporation.

III.

The duration of this corporation shall be perpetual.

IV.

The location and post office address of the registered office of the corporation is and shall be Boise, Ada County, Idaho.

V.

The total authorized number of shares which may be issued by this corporation is Fifty Shares of common stock with a par value of One Hundred and No/100 (\$100.00) Dollars per share, and non-assessable. The aggregate par value of the total authoaized number of par value shares is \$5,000.00.

VI.

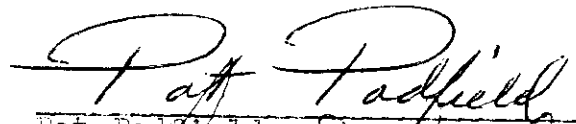
All shares of this corporation are the same class with equal rights and voting power and without preference or priority of any share over any other share.


VII.

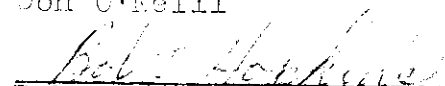
The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESSES</u>	<u>SHARES</u>
Pat Radfield	3605 Normandy, Boise, Idaho	1
Don O'Neill	1905 Michigan, Boise, Idaho	1
Bob L. Hopkins	4419 Holmes, Boise, Idaho	1

IN WITNESS WHEREOF, We, the undersigned, being each one of the original incorporators of TREASURE VALLEY MARINA & SPORTING GOODS, INC., have hereunto set our hands and seals and caused these Articles of Incorporation to be executed in triplicate this 4th day of November, 1963.


Pat Padfield


Don O'Neill



Bob L. Hopkins

STATE OF IDAHO)
 : ss.
County of Ada)

On this 4th day of November, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared PAT PADFIELD, DON O'NEILL and BOB L. HOPKINS, known 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 first above written.

(SEAL)


Notary Public for Idaho
Residence: Meridian, Idaho.