



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

A & B SPORT MACHINES, INC.

was filed in the office of the Secretary of State on the **7th** day
of **December** A.D., One Thousand Nine Hundred **Seventy** and
~~will be~~
/duly recorded on ~~Film No.~~ **Microfilm** 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
Pocatello in the County of **Bannock**

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 **7th** day of **December** ,
A.D., 19 **70** .

Pete T. Cenarrusa
Secretary of State.

Ass't. Corporation Clerk.

1 ARTICLES OF INCORPORATION

2 OF

3 A & B SPORT MACHINES, INC.

4
5 KNOW ALL MEN BY THESE PRESENTS: That we, the under-
6 signed, being all bona fide citizens of the United States of
7 America, over the age of twenty-one years, do, under and in
8 pursuance of the general corporation laws of the State of Idaho,
9 hereby organize, constitute and associate ourselves, and such
10 other persons as may hereafter become associated with us, into
11 a body politic and corporate, and to that end execute the
12 following ARTICLES OF INCORPORATION, and we hereby set forth
13 and declare as follows:

14 I.

15 That the names of this corporation is, and shall be
16 A & B SPORT MACHINES, INC.

17 II.

18 This corporation shall have perpetual existence.

19 III.

20 That the principal office of this corporation shall be
21 245 Yellowstone Avenue, Pocatello, Bannock County, Idaho, and
22 that other offices for the transaction of the business of the
23 corporation shall be established by the Board of Directors from
24 time to time, both within and outside of the State of Idaho,
25 and that the meetings of the Board of Directors may be had
26 pursuant to the provisions of the By-Laws at the principal office
27 or at such other places as the By-Laws shall provide.

28 IV.

29 The purposes for which this corporation is formed are
30 as follows:

31 (a) To institute, enter into, assist, conduct, perform,
32 carry on, or participate in every kind of commercial
mercantile, enterprise, business or work, contract,
undertaking, venture or operation, and, without

1 limiting the generality of the foregoing, to
2 manufacture, purchase, or otherwise acquire,
3 hold, own, mortgage, pledge, sell, assign and
4 transfer, or otherwise dispose of, invest, trade,
5 deal in and with goods, wares, and merchandise
6 of the aforesaid transactions by taking the
7 purchaser's notes, either secured or unsecured,
8 by chattel mortgages or by holding or acquiring
9 conditional sales contracts to finance the
10 sales of this corporation or any other cor-
11 poration similarly situated.

12 (b) To buy, sell, hold, acquire, own, mortgage,
13 hypothecate, convey, transfer, lease, exchange,
14 trade and dispose of real and personal property.

15 (c) To invest the capital of the company for
16 any of the purposes aforesaid, and in building
17 or otherwise improving or adding to the marketable
18 value of the lands or other properties from time
19 to time acquired by the company.

20 (d) Subject to the provisions of law, the company
21 may purchase or otherwise acquire, hold, and re-
22 issue the shares of its capital stock.

23 (e) To acquire the good will, rights, property
24 and assets of all kinds, and to undertake the
25 whole or any part of the liabilities of any
26 person, firm, association or associations,
27 corporation or corporations, on such terms and
28 conditions as may be agreed on, and to pay for
29 same in cash, stock, bonds, debentures, or
30 other securities of this corporation or otherwise;
31 to acquire and undertake any or all part of the
32 business assets and liabilities of any person,
firm, association or corporation.

(f) In the purchase or acquisition of property,
business rights or franchises, or for additional
working capital or for any other object in or
about its business or affairs, and without limit
as to amount, to incur debt and to raise, borrow
and secure the payment of money in any lawful
manner, including the issue and sale or other
disposition of bonds, warrants, debentures,
obligations, negotiable and transferable
instruments and evidences of indebtedness of all
kinds, whether secured instruments by mortgage,
pledge, deed of trust or otherwise.

(g) To enter into, make, perform and carry out
contracts of every sort and kind with any person,
firm, association, corporation, private, public
or municipal, or body politic and with the Govern-
ment of the United States, or any state, territory
or colony thereof, or any foreign government.

(h) In general, but in connection with the
foregoing, the company may carry on any other
business and have and exercise all the powers con-
ferred by the laws of the State of Idaho upon
corporations formed under the laws of said State;

1 it being expressly provided that the foregoing
2 enumeration of specific powers shall not be
3 held to limit or restrict in any manner the
4 general powers of the company.

5 V.

6 The corporate powers, business and property of the
7 company shall be exercised, conducted and controlled by a board
8 of three directors, who shall be elected by the stockholders in
9 accordance with the By-Laws, and who shall have the power to
10 repeal, amend and adopt new By-Laws of and for the company, and
11 to hold their meetings pursuant to the provisions of the By-Laws,
12 and at such places and at such times as the said Board of
13 Directors may, by resolution, direct, or by act of the Board
14 fix, both within and outside of the State of Idaho.

15 VI.

16 That the amount of the authorized capital stock of this
17 corporation shall be TWENTY-FIVE THOUSAND DOLLARS (\$25,000.00)
18 divided into Two Hundred Fifty Shares of the par value of One
19 Hundred Dollars (\$100.00) per share.

20 VII.

21 That the amount of said capital stock, i.e., Two Hundred
22 Fifty Shares shall be non-assessable.

23 VIII.

24 That the amount of said capital stock that has been
25 actually subscribed is three shares, and the names and addresses
26 of the persons who have subscribed therefor, and the number of
27 shares subscribed by each, are as follows:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
W. Lee Brainard	Pocatello, Idaho	1
C. R. Anderson	Pocatello, Idaho	1
Mary Brainard	Pocatello, Idaho	1

That the foregoing named incorporators are all persons of full age, and fully competent, and that all of them are citizens of the United States of America.

IN WITNESS WHEREOF, we have hereunto set our hands and
seals this 3rd day of Dec., 1970.

W Lee Brainerd (SEAL)

✓ C. Blaylock (SEAL)

Mary E. Brannard (SEAL)

[illegible]

On this 3rd day of January, 1970, before me,
the undersigned, a Notary Public in and for said County and
State, personally appeared, W. LEE BRAINARD ,
C. R. ANDERSON , and MARY BRAINARD,

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.

NOTARY PUBLIC, STATE OF IDAHO
Residing at Pocatello, Idaho.