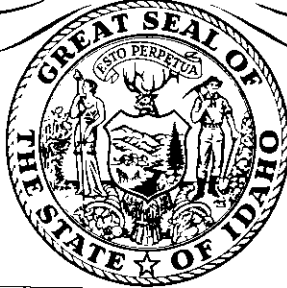


State of Idaho



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

BANANA BELT RACING, INC.

was filed in the office of the Secretary of State on the **Ninth** day of **October,** A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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

Lewiston

in the County of

Nez Perce

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 **9th** day of **October**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

BANANA BELT RACING, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, MICHAEL AUER, ROBERT LARRABEE, and DON POE, each being a natural person of full age, and a citizen of the United States of America, 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 as follows:

First: That the corporate name of this corporation shall be Banana Belt Racing, Inc.

Second: That the purposes and objects for which said corporation is formed are as follows:

- (a) To establish and maintain suitable grounds and a track for the racing of motor vehicles of all types, including, but not limited to those motor vehicles commonly called "go-karts" together with necessary buildings, erections and improvements and to conduct on said grounds and track such motor vehicle racing, exhibitions and contests of speed, and races of every kind and description, for premiums, purses and other awards made of fees or otherwise, and to charge the public for admission thereto and to said grounds and track and to let or transfer such rights and privileges to others; to conduct restaurants, cafes and other concessions for the sale of food, refreshments and sundries to persons on said premises, and to let or transfer the privilege of conducting the same to others and to do and perform all other acts necessary for fully accomplishing the purposes set forth in this subparagraph and hereinabove specifically enumerated.

- (b) To establish and maintain suitable grounds and a track for the purpose of renting motor vehicles to the general public for use upon said grounds and track and to purchase such automotive equipment necessary to carry on said business together with necessary fuels, parts, and other equipment as may be necessary or incidental to the proper maintenance of said motor vehicle equipment in the conduct of said business.
- (c) To acquire, buy, own, hold, sell, exchange, let or lease such personal property and real property as may be necessary or incidental to the carrying on of the business of the corporation.
- (d) To build any or all buildings, structures, warehouses, spectator stands, tracks, and repair shops as shall be necessary or convenient for the conduct of the business of the corporation, or to acquire the same by purchase, lease or otherwise.
- (e) To purchase, lease or otherwise acquire, in whole or in part, the business, assets, good will, rights, franchises and property of every kind, and to take over the whole or any part of such assets and/or the liabilities of any firm, person, association or corporation engaged in or having authority to engage in the same general type of business authorized to be conducted by this corporation, or owning property real or personal, necessary or suitable for its purposes and to pay for the same in cash, or in the stocks and bonds of this corporation, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the carrying on of such business.
- (f) To enter into any contract, pension trust, cooperative agreement or profit sharing plan with its officers or officers or employees that the corporation may deem advantageous or expedient or to otherwise reward or pay such persons for their services as the directors may deem fit.
- (g) To purchase, or otherwise acquire, own, hold, mortgage, pledge, sell, assign, transfer or otherwise dispose of shares of the capital stock of this corporation.

- (h) To borrow money for the purposes of this corporation, and to issue bonds, notes or debentures or other evidences of the indebtedness therefor, and to secure the same by mortgage or pledge of personal property, including the income of the corporation, or by mortgage of real or personal property, executed in trust or otherwise.
- (i) To exercise generally the powers customarily exercised by business corporations and particularly the powers provided by the laws of the state of Idaho, referring especially to §30-114 Idaho Code.
- (j) To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote the said objects and purposes. The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

Third: That this corporation shall have perpetual existence.

Fourth: That the number of directors of this corporation shall be three (3) and that each of said directors shall be a shareholder in this corporation.

Fifth: That the location and postoffice address of the registered office of this corporation and its principal place of business shall be at Lewiston, Nez Perce County, Idaho.

Sixth: That the capital stock of this corporation shall consist of 500 shares of common stock having a par value of \$10.00 per share and an aggregate par value of \$5,000.00; each of such shares shall be nonassessable when fully paid for.

The capital stock of this corporation shall not be divided into classes, but shall consist only of one (1) class, that being

common stock; each share of stock shall be entitled to one (1) vote in all matters wherein the shareholders of this corporation shall be entitled to vote, and each share shall be in all respects equal to every other share.

Seventh: That the name and postoffice address of each of the incorporators and the number of shares of the capital stock of this corporation described in the preceding paragraph subscribed to by each is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Michael Auer	Clarkston, Wash.	1
Robert Larrabee	Clarkston, Wash.	1
Don Poe	Clarkston, Wash.	1

Eighth: That the right and power to repeal, alter, rescind and amend the by-laws of this corporation and to adopt new by-laws is hereby expressly conferred upon the board of directors of this corporation.

WITNESS our hands at Lewiston, Idaho, this 30th day of September, 1961.

STATE OF I D A H O)
) ss.
County of Nez Perce)

Before me, the undersigned, a Notary Public in and for the State of Idaho, on this 29th day of September, 1961, personally appeared MICHAEL AUER, ROBERT LARRABEE and DON POE, known to me to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation 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 instrument first above
written.

(SEAL)

Notary Public in and for the State
of Idaho, residing at Lewiston.