

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

ALL AMERICAN SPIRIT FASHIONS, INC.  
File number C 112774

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: November 27, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ma Siko*

Nov 27 11 07 AM '95  
SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION OF  
ALL AMERICAN SPIRIT FASHIONS, INC.

IDAHO SECRETARY OF STATE  
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The undersigned, acting as the Incorporators of a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

1. The name of the Corporation is All American Spirit Fashions, Inc.
2. The period of its duration is perpetual.
3. The purposes for which the Corporation is organized are the transaction of any and/or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to buying, selling, marketing, distributing and/or holding cheerleading uniforms, supplies and equipment.
4. The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1,000), all of one class, without par value and with full preemptive rights under the Idaho Business Corporation Act.
5. The address of the initial registered office of the Corporation is 470 East 1st Street, Idaho Falls, Idaho, 83401, and the name of its initial registered agent at such address is Todd Stone.
6. The Directors of the Corporation may, from time to time, distribute to the Stockholders out of capital surplus of

the Corporation a portion of its assets, in cash or property, subject to the following provisions:

(a) No such distribution shall be made at a time when the Corporation is insolvent or when such distribution would render the Corporation insolvent.

(b) No such distribution shall be made unless it is authorized by the affirmative vote of the Stockholders of a majority of the outstanding shares.

(c) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the Stockholder receiving the same concurrently with the distribution thereof.

7. The number of Directors constituting the initial Board of Directors of the Corporation is two (2), with a maximum of six (6) thereafter, and the name and address of the persons who are to serve as Directors until the first annual meeting of the stockholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Todd Stone	2622 Cavan Circle Idaho Falls, ID 83404
Kerrie Stone	2622 Cavan Circle Idaho Falls, ID 83404

The Directors of the Corporation shall only receive compensation for their services as Directors if designated by a majority vote of the Stockholders, and the vote of any Stockholder who is a Director under consideration for such compensation shall be

excluded unless all other Stockholders consent to such  
Stockholder voting.

8. The names and addresses of the Incorporator are:

<u>Name</u>	<u>Address</u>
Todd Stone	2622 Cavan Circle Idaho Falls, ID 83404
Kerrie Stone	2622 Cavan Circle Idaho Falls, ID 83404

DATED this 22 day of November, 1995.

Todd Stone  
Todd Stone

Kerrie Stone  
Kerrie Stone

STATE OF IDAHO            )  
                                  ) ss.  
County of Bonneville)

On this 22 day of November, 1995, before me, the undersigned, a notary public in and for said state, personally appeared Todd Stone and Kerrie Stone, Husband and Wife, known to me to be the persons whose names are subscribed to the within and 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)

George Manjic  
Notary Public for Idaho  
Residing at Idaho Falls, ID  
My commission expires: 9-12-2002