

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

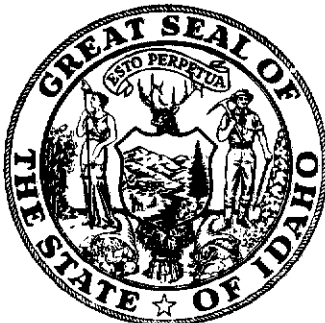
RACOR, INC.

File number C 109949

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: March 27, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Louisa Herold*

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**ARTICLES OF INCORPORATION**  
**OF**  
**RACOR, INC.**

IDAHO SECRETARY OF STATE  
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CK #: 2274 CUST# 38389  
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KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, Kevin B. Shaha, being a natural person of the age of 18 years or more, have this day for the purpose of forming a private corporation under the Idaho Business Corporation Act, made, subscribed and verified the following Articles of Incorporation.

**ARTICLE I**

The name of this corporation is and shall be Racor, Inc., and its duration shall be perpetual.

**ARTICLE II**

The purposes for which this corporation is formed and the business and objects to be carried on and promoted by it are to engage in the business of sales of sports storage racks and equipment and all other lawful business.

**ARTICLE III**

The corporation may indemnify any director, officer, employee or agent or former director, officer, employee or agent of the corporation, or any person who may have served at its request as a director, officer, employee or agent of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses and liability actually and necessarily incurred by him in connection with any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, employee or agent, except in relation to matters as to which indemnification is prohibited by the Idaho Business Corporation Act; but such indemnification shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled, under any bylaw, agreement, general or specific action of the Board of Directors, vote of shareholders or otherwise.

**ARTICLE IV**

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages by reason of his conduct as director except to the extent that such elimination of liability is prohibited by the Idaho Business Corporation Act. No

amendment to the Idaho Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of such amendment.

#### ARTICLE V

The total authorized capital stock of the corporation shall consist of 450,000 shares of common stock without par value. No shareholder shall have any preemptive right to acquire additional shares of this corporation, whether of shares originally authorized or other shares which may subsequently be authorized.

#### ARTICLE VI

The initial registered office of this corporation shall be at 4100 McGhee Road, Building E, Sandpoint, Idaho 83864; and the initial registered agent of the corporation at such address is Kevin B. Shaha.

#### ARTICLE VII

A mailing address to which notices, as required by the Idaho Business Corporation Act, may be mailed until the principal office of the corporation has been designated in an annual report is:

c/o Kevin B. Shaha  
4100 McGhee Road, Building E  
Sandpoint, Idaho 83864

#### ARTICLE VIII

The name and address of the incorporator are as follows:

Kevin B. Shaha  
4100 McGhee Road, Building E  
Sandpoint, Idaho 83864

#### ARTICLE IX

The number of directors constituting the initial Board of Directors shall be two (2). Thereafter the number shall be as determined in accordance with the bylaws of the corporation. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors shall be elected are as follows:

Anne G. Shaha  
4100 McGhee Road, Building E  
Sandpoint, Idaho 83864

Kevin B. Shaha  
4100 McGhee Road, Building E  
Sandpoint, Idaho 83864

If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, such vacancy shall be filled by the Board of Directors in accordance with the bylaws of the corporation.

IN WITNESS WHEREOF, I, the undersigned, have signed this document on  
March 15, 1995.

  
\_\_\_\_\_  
Kevin B. Shaha, Incorporator

Person to contact about this filing:

W. Wells Talmadge  
Weiss, Jensen, Ellis & Botteri  
2300 U.S. Bancorp Tower  
111 S.W. Fifth Avenue  
Portland, Oregon 97204  
(503) 243-2300  
(800) 736-2301

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