



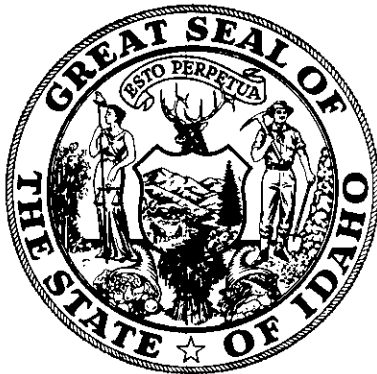
CERTIFICATE OF INCORPORATION
OF

CAPTAIN HOOK'S BAIT CO.

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: **October 10, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

OF

CAPTAIN HOOK'S BAIT CO.

OCT 10 1 35 PM '85
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I.

Corporate Name

The name of this corporation shall be CAPTAIN HOOK'S BAIT CO.

ARTICLE II.

Period of Duration

The period of its duration shall be perpetual.

ARTICLE III.

Corporate Purposes

The purpose or purposes for which the corporation is organized are:

1. To own, operate and engage in the business of the acquisition and distribution of bait and tackle, and to own and to do all things incidental, necessary and/or suitable thereto; and/or,

2. To engage in any enterprise or activity and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLES OF INCORPORATION

1 ARTICLE IV.

2 Capital Stock

3 1. The aggregate number of shares which the corporation
4 shall have authority to issue is TEN THOUSAND (10,000) shares,
5 having a par value of TEN AND 00/100 DOLLARS (\$10.00) per share,
6 for an aggregate par value of ONE HUNDRED THOUSAND AND 00/100
7 DOLLARS (\$100,000.00).

8 2. Such shares shall consist of one class only, desig-
9 nated as common stock.

10 3. There shall be no preferences, limitations or
11 unequal relative rights. Each share of common stock shall have
12 equal voting power, and shall have such rights as are now or
13 hereafter granted by the laws of the State of Idaho.

14 4. The shares of stock shall not be issued until
15 payment in full has been received therefore, and such stock shall
16 be nonassessable stock, and the shareholders shall have no liability
17 for corporate obligations.

18 ARTICLE V.

19 Registered Office and Agent

20 The address of the initial registered office of the
21 corporation shall be 334 10th Avenue North, Payette, Idaho 83661
22 and the name of its initial registered agent at such address
23 shall be JERE L. LONG.

24 ARTICLE VI.

25 Directors

26 1. The business of the corporation shall be managed by
27 its Board of Directors; which Board of Directors shall be governed

28 ARTICLES OF INCORPORATION-2

1 by these Articles of Incorporation and by such By-Laws as the
2 corporation may hereafter, from time to time, adopt.

3 2. The number of Directors constituting the initial
4 Board of Directors of the Corporation is three (3); and, may be
5 increased or decreased from time to time by amendment of the By-
6 Laws in a manner not prohibited by law. The names and addresses
7 of the persons who are to serve as Directors until the first
8 annual meeting of shareholders or until their successors are
9 elected and shall qualify are:

10 JERE L. LONG 334 10th Avenue North
11 Payette, Idaho 83661

12 MARY MARGARET LONG 334 10th Avenue North
13 Payette, Idaho 83661

14 JESSE R. MILLS 620 NW 4th Street
15 Ontario, Oregon 97914

16 ARTICLE VII.

17 Incorporator

18 The name and address of the incorporator is:

19 JERE L. LONG 334 10th Avenue North
20 Payette, Idaho 83661

21 ARTICLE VIII.

22 Regulations of Internal Affairs

23 Provisions for the regulation of the internal affairs
24 of the Corporation are:

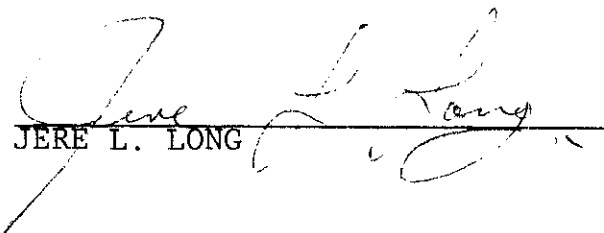
25 1. Benefits: The Corporation may enter into any kind
26 of contract or agreement, co-operative or profit-sharing plan,
27 death benefit or salary continuation plan upon disablement, with
28 its officers or employees that the corporation may deem advantageous
or expedient, or otherwise to reward or pay persons for their

ARTICLES OF INCORPORATION -3

1 services as the directors may deem fit.

2 2. Amendment: Amendment of these Articles shall be
3 accomplished only as now or hereafter prescribed by law relating
4 to Amendment of Articles of Incorporation.

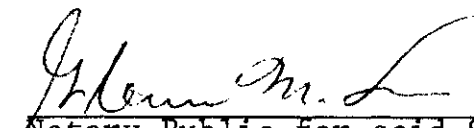
5 IN WITNESS WHEREOF, I have hereunto set my hand this
6 9TH day of October, 1985.

7
8 
9 JERE L. LONG

10 STATE OF IDAHO)
11 County of Payette) ss:

12 On this, the 9th day of October, 1985, before
13 me, the undersigned, a Notary Public in and for said state,
14 personally appeared JERE L. LONG, known to me to be the person
whose name is subscribed to the foregoing instrument and acknowledged
to me that he executed the same.

15 IN WITNESS WHEREOF, I have hereunto set my hand and
16 affixed my official seal the day and year first above written.

17
18 
19 Notary Public for said State
20 Residing at: Fruitland
21 My Commission expires: 12-12-87

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28 ARTICLES OF INCORPORATION-4