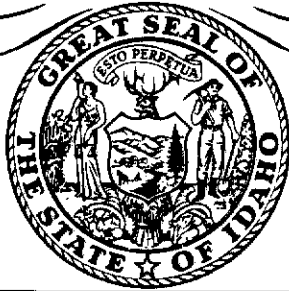


State of Idaho



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

MIKE YOUNG'S GYMNASTICS ACADEMY, INC.

was filed in the office of the Secretary of State on the **4th** day of **June** A.D., One Thousand Nine Hundred **seventy-six** 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

Boise, Idaho

in the County of **Ada**

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 **4th** day of **June**, A.D., 19 **76**.

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

LAW OFFICES
MATTHEWS & LEE
401 WEST FORT
POST OFFICE BOX 1544
BOISE, IDAHO 83701

ARTICLES OF INCORPORATION
OF
MIKE YOUNG'S GYMNASTICS ACADEMY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of general corporation laws of the State of Idaho, and the acts amendatory thereof, and supplemental thereto, do hereby certify as follows:

ARTICLE I.

The name of this corporation is MIKE YOUNG'S GYMNASTICS ACADEMY, INC.

ARTICLE II.

The objects and purposes for which this corporation are formed are:

As principal, agent or otherwise, to do, in any part of the world, any and everything herein set forth to the same extent as natural persons might or could do. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the corporation shall have the power:

(a) To provide a facility with professional staff of instructors to train, instruct, educate and develop gymnastic skills in persons who seek such skills; to develop and cultivate gymnastic skills in persons enrolled as students and to engage in gymnastics competition. To provide training and classroom instruction in all areas of gymnastics endeavors; to operate for profit a training facility for the development of gymnastics skills; to engage in the sale of wholesale and retail gymnastics equipment, accessories,

1 clothing, props and any and all other items associated with the enterprise.

2 (b) To build, buy, sell, lease, let, mortgage, pledge, exchange
3 or otherwise acquire or dispose of lands, lots, houses, buildings, real
4 property, hereditaments, appurtenances and personal property of all classes
5 and descriptions, and wheresoever situated, and any rights and interests
6 therein, to the same extent as natural persons might or could do and without
7 limit as to amount;

8 (c) To acquire by purchase, subscription or otherwise, and to own,
9 hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge
10 or otherwise dispose of any shares of capital stock, script, bonds, mortgages,
11 securities or evidences of indebtedness issued or created by any other corpor-
12 ation, joint stock company or association, public or private, or by whomsoever
13 issued, and while the owner or holder thereof to possess and exercise
14 in respect thereto any and all rights, powers and privileges of ownership,
15 including the right to vote thereon;

16 (d) To make, perform, and carry out contracts of every kind and
17 description made for any lawful purpose, without limit as to amount, with
18 any person, firm, association or corporation, either public or private,
19 or with any territory or government, or any agent thereof;

20 (e) To borrow money, to draw, make, accept, endorse, transfer,
21 assign, execute and issue bonds, debentures, promissory notes, and other
22 evidences of indebtedness, and for the purpose of securing any of its obligations
23 or contracts to convey, transfer, assign, deliver, mortgage and/or pledge
24 all or any part of the property or assets, real or personal, at any time
25 owned or held by this corporation, upon such terms and conditions as
26 the Board of Directors shall authorize and as may be permitted by law;

27 (f) To acquire, hold, sell, reissue or cancel any shares of its own
28 capital stock; provided, however, that this corporation may not use any

1 of its funds or property for the purpose of purchasing its own common
2 stock when such would cause any impairment of the capital of this corporation;
3 and provided further that the shares of its own capital stock belonging
4 to this corporation shall not be voted directly or indirectly;

5 (g) To purchase or otherwise acquire the whole or any part of
6 the property, assets, business and good will of any other person, firm,
7 corporation or association, and to conduct in any lawful manner the business
8 so acquired, and to exercise all the powers necessary or convenient in
9 and about the conduct, management and carrying on of such business;

10 (h) To organize, incorporate and reorganize subsidiary corpora-
11 tions and joint stock companies and associations for any purpose permitted
12 by law;

13 (i) To have and to exercise any and all powers and privileges now
14 or hereafter conferred by the laws of the State of Idaho upon corporations
15 formed under the general corporation laws of the State or under any act
16 amendatory thereof or supplemental thereto or substituted therefor;

17 (j) To have one or more offices to carry on all or any part of its
18 operation or business, and to do all and everything necessary, suitable,
19 convenient or proper for the accomplishment of any of the purposes, or
20 the attainment of any one or more of the objects herein named, or which
21 shall at any time appear conducive or expedient for the protection or benefit
22 of the corporation, and which now or hereafter may be authorized by law,
23 and this to the same extent and as fully as natural persons might or could
24 do, as principals, agents, contractors, trustees, or otherwise, and either
25 alone or in connection with any person, firm, corporation or association.

26 ARTICLE III.

27 The corporation shall have perpetual existence.

LAW OFFICES
MATTHEWS & LEE
401 WEST FORT
POST OFFICE BOX 1544
BOISE, IDAHO 83701

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ARTICLE IV.

The location and address of the registered office of the corporation shall be, and is, 5416 State Street, Boise City, County of Ada, State of Idaho .

ARTICLE V.

The amount of the capital stock of the corporation shall be, and is, \$10,000.00, divided into 10,000 shares. Each such share shall have a par value of \$1.00. Said stock shall be, and is, nonassessable.

ARTICLE VI.

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

Harvey Neef	2629 Hillway Drive Boise, Idaho 83702	One (1) share
Mike Young	6818 Northview Street Boise, Idaho 83704	One (1) share
Margo Neef	2629 Hillway Drive Boise, Idaho 83702	One (1) share
Suzanne Young	6818 Northview Street Boise, Idaho 83704	One (1) share

ARTICLE VII.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VIII.

The number of directors of the corporation shall be as specified in the By-Laws, and the number of said directors may from time to time be increased or decreased in such manner as may be prescribed by the By-Laws, provided the additional directors may be elected by the directors

1 then in office, and the directors so elected shall hold office until the next
2 annual meeting of the stockholders and until their successors are elected
3 and qualify.

4 ARTICLE IX.

5 The voluntary sale, lease or exchange of all the property and assets
6 of the corporation, including its good will and its corporate franchises,
7 may be made by the Board of Directors upon such terms and conditions
8 as it may deem expedient and for the best interests of the corporation.

9 ARTICLE X.

10 No contract or other transaction between the corporation and any
11 other corporation and no act of the corporation shall in any way be affected
12 or invalidated by the fact that any of the directors of the corporation are
13 pecuniarily or otherwise interested in or are directors or officers of such
14 other corporation; any directors, individual or any firm of which any director
15 may be a member, may be a party to or may be pecuniarily or otherwise
16 interested in any contract or transaction of the corporation, provided the
17 fact that he or such firm is so interested shall be disclosed or shall have
18 been known to the Board of Directors or a majority thereof; and any director
19 of the corporation who is also a director or officer of such other corporation,
20 or who is so interested may be counted in determining the existence of
21 a quorum at any meeting of the Board of Directors of the corporation which
22 shall authorize any such contract or transaction with like force and effect
23 as if he were not such director or officer of such other corporation or
24 not so interested.

25 ARTICLE XI.

26 The Board of Directors is expressly authorized to repeal and amend
27 the By-Laws of the corporation and to adopt new By-Laws, and the corporation
28 reserves the right to amend, alter, change or repeal any provisions contained

in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders or any meeting duly called for that purpose, except where the laws of the State of Idaho provide otherwise.

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 4 day of June, 1976.

Barry Reef
Mike Young
Nargo Reef
Suzanne Young

STATE OF IDAHO)
 : ss.
County of Ada.)

On this 4 day of May, 1976, before me, the undersigned, a Notary Public in and for said State, personally appeared HARVEY NEEF, MIKE YOUNG, MARGO NEEF and SUSAN YOUNG, known to me to be the persons whose names are subscribed to the within 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.

Sharon G. Collins
Notary Public for Idaho
Residing at Boise, Idaho

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