

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

A&M CYCLE HOUSE, INC.
File number C 116902

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 24, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *John Smock*

OCT 24 9 14 AM '96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

FOR

A&M CYCLE HOUSE, INC.

IDAHO SECRETARY OF STATE
DATE 10/24/1996 0900 34345
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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

A&M CYCLE HOUSE , INC.

The undersigned natural persons, each more than twenty-one (21) years of age, hereby establish a corporation pursuant to the laws of the State of Idaho and adopt the following Articles of Incorporation.

ARTICLE I

CORPORATE NAME AND OFFICE

1.0 The name of the Corporation is A&M Cycle House, Inc.

ARTICLE II

DURATION

2.0 The Corporation shall have a perpetual existence.

ARTICLE III

PURPOSES

3.0 The purposes of the Corporation shall be to conduct any or all lawful business for which a Corporation may be organized under the laws of the State of Idaho, or any other jurisdiction or location where it is authorized to do business by its board of directors, including but not limited to:

(a) To engage in the purchase, repair, and merchandising of motorcycles, ATV's, personal watercraft, snowmobiles, and automobiles, into any and all accessible markets, be they local, regional, national or international. And the doing of all other business incidental thereto, or connected therewith.

(b) To enter into agreements with any person or business organization whether by contract, subcontract or employment necessary to initiate, construct complete, remodel, maintain

or repair any building or structure undertaken by said corporation.

(c) To buy, sell, lease, trade, improve, develop or manage real estate or buildings erected thereon.

(d) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association or cooperative association with any corporation, association, partnership, individual, or other legal entity for the carrying on of any business and to enter into any general or limited partnership for the carrying on of any business

(e) To conduct business anywhere in the world.

ARTICLE IV

4.0 In furtherance of the foregoing purposes the Corporation shall have, and may exercise, all of the rights, powers, and privileges now or hereafter conferred upon a corporation by any state where it is authorized to conduct business. In addition, it may do everything necessary suitable, or proper for the accomplishment of any of its corporate purposes.

ARTICLE V

5.0 The aggregate number of shares which the Corporation shall have authority to issue is Fifty Thousand (50,000) shares of common stock, having a par value of \$1.00 per share.

(a) All shares of common stock shall be issued by the Corporation for cash, property, services actually performed, or other interests having actual value, at a rate of consideration as may be affixed, from the time, by the Board of Directors. Full paid stock of this Corporation shall not be liable to any call and is non-assessable.

(b) Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the Corporation.

(c) At all meetings of the shareholders, the majority of the shares entitled to vote at such a meeting, represented in person or by proxy, shall constitute a quorum.

ARTICLE VI

REGISTERED AGENT AND OFFICE

6.1 The name of the registered agent for the Corporation is J. Adam Wood Chubbuck, Idaho 83202. The principal office shall be: 4849 Pleasant View Dr. Chubbuck, Idaho 83202.

6.2 The principal place of business of the Corporation shall be 4751 North Yellowstone Chubbuck, Idaho 83202. The Corporation may conduct part or all of its business in any other part of the United States, or the World.

ARTICLE VII

INTERNAL AFFAIRS

7.1 Provisions for the regulation of the internal affairs of the Corporation are to be determined as set for in the By-Laws; which original By-Laws shall be subscribed and adopted by the initial Board of Directors of the Corporation. Thereafter, the By-Laws may be adopted, amended, or repealed by a majority vote by the Board of Directors of the Corporation as provided in the said By-Laws. The Corporation has a provision for pre-emptive rights and cumulative voting as provided in its By-Laws.

ARTICLE VIII

DIRECTORS

8.1 Two directors shall constitute the initial Board, their names and addresses being as follows:

- (a) J. Adam Wood
4849 Pleasant View Dr.
Chubbuck, Idaho 83202
- (b) David M. Miller
929 Highland Blvd.
Pocatello, Idaho 83204

ARTICLE IX

MEETING OF THE SHAREHOLDERS

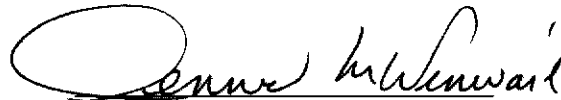
9.1 At any meeting of the shareholders a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum, unless these Articles hereafter shall provide for different classes of stock with variable quorum requirements. If a quorum is present, the affirmative vote of majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number is required by law, the By-Laws of the Corporation, or by amendment to the Articles.

VERIFICATION

STATE OF IDAHO)
 ss.
COUNTY OF BANNOCK)

I Dennis M. Winward, a Notary Public, hereby certify that on the 21st day of October, 1996 personally appeared before me J. Adam Wood and David M. Miller who being by me first duly sworn, severally declared that they are the persons who signed the forgoing document as incorporators, and that the statements therein contained are true.

DATED this 21st day of October 1996

A handwritten signature in cursive script, reading "Dennis M. Winward", written over a horizontal line.

My Commission expires on September 17, 1997

Residing at: Pocatello, Idaho

INCORPORATORS

The name and address of each incorporator is as follows

- (A) J. Adam Wood
4849 Pleasant View Drive
Chubbuck, Idaho 83202
- (B) David M. Miller
929 Highland Blvd.
Pocatello, Idaho 83204

Done this 21st day of October 1996.

A handwritten signature, likely of J. Adam Wood, written over a horizontal line. The signature is stylized and enclosed within a circular flourish.A handwritten signature, likely of David M. Miller, written over a horizontal line. The signature is written in a cursive style.