

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

BRUIN EXHIBITION COMPANY

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-sixth** day of **May** 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-sixth** day of **May** 1964, a designation of **W. C. Roden or T. H. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **26th** day of **May**, A.D. 19 **64**.

Secretary of State.

State of Delaware



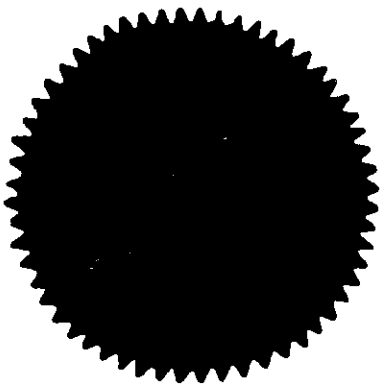
Office of Secretary of State

J. Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing pages numbered from 1 to 10, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "PULASKI CUBS, INC.", as received and filed in this office the twenty-fourth day of June, A.D. 1957, at 10 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 2, both numbers inclusive, is a true and correct copy of Certificate of Amendment of Certificate of Incorporation of the "PULASKI CUBS, INC.", as received and filed in this office the twenty-fifth day of May, A.D. 1959, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand

and official seal at Dover this
twentieth day of May in the year
of our Lord one thousand nine
hundred and sixty-four.



Elisha C. Dukes

Secretary of State

J. L. C.

Asst. Secretary of State

CERTIFICATE OF INCORPORATION

OF

PULASKI CUBS, INC.

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FIRST. The name of the corporation is
PULASKI CUBS, INC.

SECOND. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington 99, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To organize and operate a baseball team or teams and to engage in professional baseball in all its phases, including furnishing exhibitions of baseball playing.

To organize and operate athletic teams and events of all kinds and to engage in all manner of athletic enterprises.

To acquire, own, operate, use, lease, sell or otherwise dispose of or mortgage or pledge athletic fields, amusement parks, grandstands and appurtenances thereto.

To acquire, own, operate, use, lease, sell or otherwise dispose of or deal with concessions and concession items at its own or other places of business.

To purchase, construct, lease or otherwise acquire, improve, own, use, manage and otherwise deal with, mortgage or otherwise lien, convey, sell or otherwise dispose of and deal in real property, or personal property, either tangible or intangible, or any interest therein, including without limiting the generality of the foregoing, securities, shares, notes, open accounts and other evidences of debt, bonds, debentures, or other interest in or obligations of domestic or foreign corporation, associations, partnerships, individuals or governmental bodies or authorities.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To perform services or act as agent or broker for others for any purpose for which it might itself act.

To produce, process or otherwise acquire, own, modify, sell, transport, dispose of and deal in, any and all kinds of raw materials, semi-finished or finished materials, goods and products, and to buy, construct, lease or otherwise acquire, own, use and operate mills, plants, equipment,

machinery, facilities and other real and personal property necessary or convenient in connection therewith, including without limiting the generality of the foregoing, doing a general business dealing commercially in all kinds of concession products.

To engage in, carry on, or otherwise conduct or employ others to conduct, general research or investigation for the development of new or improved processes, products or by-products or uses for such products, processes or by-products or for improving the ease or efficiency of the operations of the Corporation or for other purposes.

To apply for, obtain, register, purchase, lease, license or otherwise acquire, and to hold, use or operate and introduce, and to sell, assign, license or otherwise dispose of, in whole or in part, any trade names, trademarks, copyrights, patents, inventions, formulas, and the like under the laws of the United States of America or any other jurisdiction.

In general, to carry on any other business in connection with the foregoing and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all the things hereinabove

set forth to the same extent as natural persons might or could do.

The objectives and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation but the objectives and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is ten (10) and the par value of each of such shares is One Hundred Dollars (\$100.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

Each share of the Common Stock shall entitle the holder thereof to one vote, in person or by proxy, at any and all meetings of the stockholders of the corporation, on all propositions before such meetings.

No stockholder, as such, shall have any pre-emptive right to subscribe for or purchase any additional issue of capital stock or securities convertible into capital stock of the corporation.

FIFTH. The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH. The names and places of residence of the incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
H. K. Webb	Wilmington, Delaware
H. C. Broadt	Wilmington, Delaware
A. D. Atwell	Wilmington, Delaware

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter, amend or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

From time to time, (a) to issue, sell and dispose of shares of the authorized and previously unissued Common Stock of the corporation and shares of its outstanding Common Stock held in its treasury; (b) to issue, sell and dispose of the bonds, debentures, notes and other obligations or evidences of indebtedness of the corporation, including bonds, debentures, notes and other obligations or evidences of indebtedness of the corporation convertible into stock of the corporation of any class; and (c) to authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To declare and pay dividends on the capital stock as permitted by law.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the

business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

The corporation may in its by-laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

The corporation may enter into contracts or transact business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any trust, firm, corporation or association in which any one of its directors is a stockholder, director or officer or otherwise interested, and any such contract or transaction shall not be invalidated in the absence of fraud because such director or directors have or may have interests therein which are or might be adverse to the interest of the corporation, even though the presence and/or vote of the director or directors having such adverse interest shall have been necessary to constitute a quorum and/or to obligate the corporation upon such contract or transaction.


TENTH. Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

ELEVENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in

this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 24th day of **June** , A. D. 1957.

J. H. Webb
H. C. Bennett
A. H. Atwell

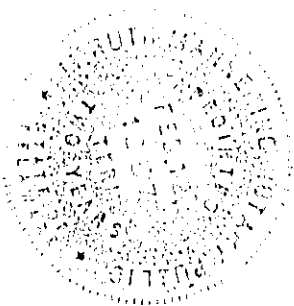


STATE OF DELAWARE }
COUNTY OF NEW CASTLE } ss:

BE IT REMEMBERED that on this 24th day of June, A. D. 1957, personally came before me, a Notary Public for the State of Delaware, H. K. Webb, H. C. Broadt and A. D. Atwell, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

M. H. Webb
Notary Public



CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

Pulaski Cubs, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

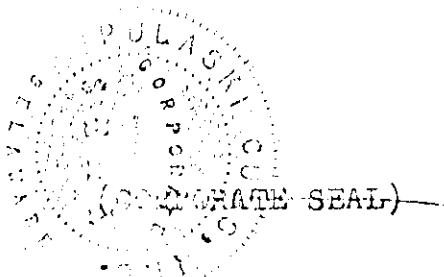
FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of this corporation be amended so as to change the name of this corporation from "Pulaski Cubs, Inc." to "Bruin Exhibition Company."

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of section 228 of The General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of Delaware.

IN WITNESS WHEREOF, said Pulaski Cubs, Inc., has caused its corporate seal to be hereunto affixed and this certificate to be signed by Charles J. Grimm, its President, and William Heymans, its Secretary, this 13th day of May, 1959.



PULASKI CUBS, INC.

By

Charles J. Grimm
President

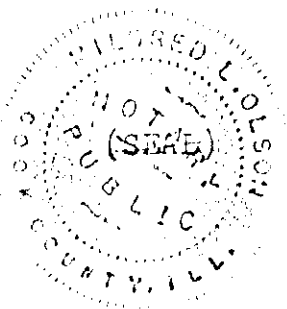
By

William Heymans
Secretary

STATE OF ILLINOIS }
COUNTY OF COOK } SS.

BE IT REMEMBERED that on this 13th day of May, 1959, personally came before me Mildred L. Olson, a Notary Public in and for the County and State aforesaid, Charles J. Grimm, President of Pulaski Cubs, Inc., a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said Charles J. Grimm, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.



Mildred L. Olson
Notary Public