

95252



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SUPER KAT MX, INC.

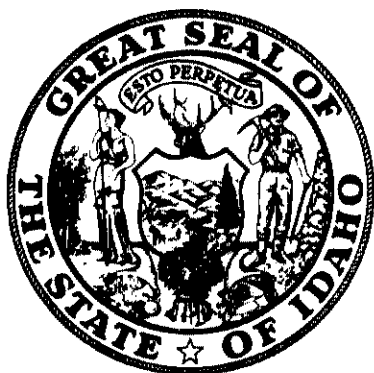
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

SUPER KAT MX, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 May 9, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
SECRETARY OF STATE OF
SUPER KAT MX, INC.

RECEIVED
SEC. OF STATE

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ARTICLE I.

NAME

This organization shall be known as the Super Kat MX, Inc.

ARTICLE II.

NON-PROFIT CORPORATION

This corporation is organized as a non-profit corporation in the State of Idaho.

ARTICLE III.

TERM OF EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE IV.

PURPOSE

The purposes for which this corporation is formed are and shall be as follows:

To develop and build a motorcycle moto cross course near Nezperce, Idaho. To sponsor youth participation in moto cross activities and to hold rallies and other such activities for youth and adults interested in motorcycles and moto cross competition and training. To enter into agreements, contracts, purchases, sales

and other agreements relating to this program and which shall be necessary and expedient for the purposes of this corporation; to do anything not prohibited by law, necessary or requisite for the furthering of the purposes of this corporation.

ARTICLE V.

MEMBERSHIP

This corporation is not organized for pecuniary profit and shall not have or issue any capital stock. This corporation shall initially have one (1) member, Gary Doggett, 403 4th Avenue, Nezperce, Idaho 83543.

In the event that other members are later brought in and the membership expanded, their membership certificates shall be issued and membership meetings conducted pursuant to the provisions of Title 30 - Chapter 3 of the Idaho Code and the provisions of the By Laws of this corporation.

ARTICLE VI.

PRINCIPAL PLACE OF BUSINESS

The location and principal place of business of this corporation and registered office shall be 403 4th Avenue, P.O. Box 396, Nezperce, Idaho 83543.

The initial registered agent of the corporation shall be Gary Doggett, of P.O. Box 396, 403 4th Avenue, Nezperce, Idaho 83543.

ARTICLE VII.

DIRECTORS

The corporation shall initially have one (1) director, who shall be a citizen of the United States. The name and address of the original Director of the corporation is as follows:

Gary Doggett, 403 4th Avenue, P.O. Box 396,
Nezperce, Idaho 83543.

ARTICLE VIII.

INCORPORATORS

The names and addresses of the original incorporator is as follows:

Gary Doggett, 403 4th Avenue, P.O. Box 396,
Nezperce, Idaho 83543.

ARTICLE IX.

AMENDMENTS

These Articles of Incorporation may be amended by a quorum of membership, who must be present at any meeting called for that purpose, after notice, as required by the appropriate provisions of the Idaho Code.

ARTICLE X.

TERMINATION

At the dissolution of this corporation or its termination by other means, any funds remaining in the treasury of this corporation shall be paid to some charitable organization designated by the membership for that purpose.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of May, 1991.

Gary Doggett
Gary Doggett

STATE OF IDAHO)
) ss.
County of Lewis)

I, Dixie Davis, a Notary Public, do hereby certify that on this 1 day of May, 1991, personally appeared before me GARY DOGGETT, who, being by me first duly sworn, declared that he is the incorporator of SUPER KAT MX, INC., that he signed the foregoing document as incorporator of the corporation and that the statements therein contained are true.

Dixie Davis
Notary Public for Idaho
Residing at Kamiah
My Commission expires: 9/18/93

(NOTARY SEAL)

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SEC. OF STATE

May 7, 1991

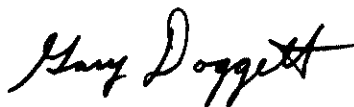
91 MAY 8 1991
Corporation Clerk
Statehouse - Room 203
Boise, Idaho 83720

Dear Clerk:

I am one of the incorporators and President of Super Kat, Inc. and I am writing this letter to advise that we have no objection to Super Kat MX, Inc. using the name Super Kat.

Thank you for your assistance in this matter.

Very truly yours,



Gary Doggett
Super Kat, Inc.