

Department of State.

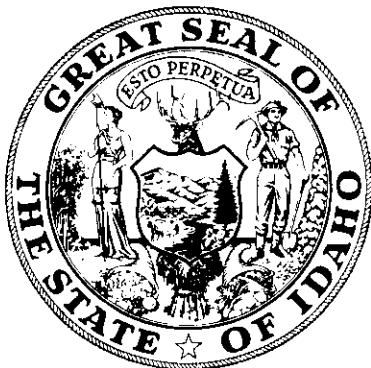
**CERTIFICATE OF AUTHORITY
OF**

SCORPION INDUSTRIES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SCORPION INDUSTRIES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to SCORPION INDUSTRIES, INC. to transact business in this State under the name SCORPION INDUSTRIES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated November 5, 19 79.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Scorpion Industries, Inc.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Minnesota
4. The date of its incorporation is March 9, 1978 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is P. O. Box 300, Crosby, Minnesota 56441
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Warehousing and sale of summer and winter recreational products
related thereto
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
	see attached	

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
2,500	Common	NPV

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,100</u>	<u>Common</u>	<u>NPV</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated October 15, 19 79.

Scorpion Industries, Inc.
By [Signature]
Roger P. Worth
Its President
and [Signature]
David Knudson
Its Assistant Secretary

STATE OF Minnesota)
) ss:
COUNTY OF Crow Wing)

I, June Radosevich, a notary public, do hereby certify that on
this 15th day of October, 19 79, personally appeared before
me Roger P. Worth, who being by me first duly sworn, declared that he
is the President of Scorpion Industries, Inc.

that he signed the foregoing document as President of the corporation and that the
statements therein contained are true.



[Signature]
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

OFFICERS OF SCORPION INDUSTRIES, INC.

Roger P. Worth, President
Box 396
Deerwood, MN 56444

Dave Rieke, Vice President
Box 407
Crosslake, MN 55442

James Engen, Vice President
217 3rd Street NW
Crosby, MN 56441

David Knudson, Controller, Asst. Secretary
804 Crocker Avenue South
Thief River Falls, MN 56701

Ralph J. Loehr, Secretary
325 Spruce Avenue South
Thief River Falls, MN 56701

DIRECTORS OF SCORPION INDUSTRIES, INC.

John C. Penn
Oak Avenue North
Thief River Falls, MN 56701

Roger P. Worth
Box 396
Deerwood, MN 56444

Ralph J. Loehr
325 Spruce Avenue South
Thief River Falls, MN 56701

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OF

SCORPION INDUSTRIES, INC.

The undersigned, being a natural person of full age, for the purpose of forming a corporation under and pursuant to the provisions of the Minnesota Business Corporation Act, being Chapter 301, Minnesota Statutes Annotated, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be "SCORPION INDUSTRIES, INC."

ARTICLE II.

The purposes and powers of this corporation shall be: . .

(a) General business purposes.

(b) To engage in the manufacture, sale, distribution and merchandising of all types of goods including snowmobiles and other recreational vehicles.

(c) To acquire, hold, mortgage, pledge or dispose of the shares, bonds, securities and other evidences of indebtedness of any domestic or foreign corporation.

(d) To take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein. To erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, and plants, and any and all other structures and erections which may at any time be necessary, useful, or advantageous, for the purposes of the corporation, and which lawfully may be done under the laws of the State of Minnesota.

(e) To make, enter into, perform, and carry out contracts for constructing, building, altering, improving, repairing, decorating, maintaining, furnishing, and fitting up buildings, tenements, and structures of every description, and to advance money to and enter into agreements of all kinds with builders, contractors, property owners, and others, for said purposes.

(f) To purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, and

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merchandise and personal property of every class and description; to acquire and pay for in cash, stocks or bonds of this corporation, or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; to acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

(g) 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 borrow money for any of the purposes of the corporation, from time to time, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation, for its corporate purposes.

(h) To purchase, hold, sell and transfer the shares of its own capital stock.

(i) To have one or more offices, within or without the State of Minnesota, to carry on all or any of its operations and business and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country; and, in general, to exercise and have such other powers and purposes as may be reasonably incidental to or necessary for the exercise of any of the powers hereinabove specified.

(j) To do each and all of the things aforesaid for itself, or as agent, broker, factor, consignee, associate, joint venturer, or partner of or with other persons, firms, partnerships, general or limited, associations, or corporations; and to do the same as fully and to the same extent as natural persons might or could do, including the formation or entering into joint ventures or general or limited partnerships or associations to do any of the things aforesaid and becoming and acting as a joint venturer, general or limited partner, or associate or member therein.

(k) The objects and purposes specified in the foregoing paragraphs shall, except where otherwise expressed, be

in nowise limited or restricted by reference to, or inference from the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes and shall be in addition to any other powers of corporations having general business purposes under the Minnesota Business Corporation Act.

ARTICLE III.

The location and post office address of its registered office within the State of Minnesota shall be P.O. Box 300, Crosby, Minnesota, 56441.

ARTICLE IV.

The time for the commencement of this corporation shall be the date upon which these Articles of Incorporation are filed in the office of the Secretary of State of Minnesota, and its duration shall be perpetual.

ARTICLE V.

(a) The capital stock of this corporation shall consist of two thousand five hundred (2,500) shares of no par value common stock.

(b) No holder of stock of this corporation shall be entitled to any cumulative voting rights.

(c) The capital stock of this corporation shall be issued in the manner, at the times, in such amounts, and for such considerations, in money or property or both, as the Board of Directors may, from time to time, determine. The Board of Directors shall have authority to fix the terms, provisions and conditions of, and authorize the issuance of, options, warrants or rights to purchase or subscribe for shares of its common stock, including the price or prices at which shares may be purchased or subscribed for.

(d) No holder of stock of this corporation shall have any preferential, pre-emptive, or other rights of subscription to any shares of any class of stock of this corporation allotted or sold or to be allotted or sold and now or hereafter authorized, or to any obligations or securities convertible into any class of stock of this corporation, nor any right of subscription to any part thereof.

ARTICLE VI.

The amount of stated capital with which this corporation shall begin business shall be the sum of One Thousand Dollars (\$1,000.00).

ARTICLE VII.

The name and post office address of the incorporator and the first board of directors whose term of office shall be until his successor is elected and qualified is:

2-47, 507

Harvey V. Paulson
P. O. Box 300
Crosby, Minnesota 56441

2. The Board of Directors shall have authority to make and alter By-Laws, subject to the power of the stockholders to change or repeal such By-Laws.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 6TH day of March, 1978.

IN THE PRESENCE OF:

Ronald W. Jellka
Sandra J. Mikkelsen

Harvey V. Paulson
Harvey V. Paulson

STATE OF MINNESOTA)
COUNTY OF CROW WING)

On this 6TH day of March, 1978, before me, a Notary Public in and for said County and State, personally appeared Harvey V. Paulson, to me known to be the person named in and who executed the foregoing Articles of Incorporation and acknowledged that he executed the same as his free act and deed for the uses and purposes therein expressed.

Francis H. Coffey

FRANCIS H. COFFEY
CROW WING COUNTY
NOTARY PUBLIC - MINNESOTA
MY COMMISSION EXPIRES APRIL 9, 1984

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED: 10/34, 1979

James R. Anderson
Secretary of State

By JoAnne Schaefer

(This certification stamp replaces our previous certification system)

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 1 day of Mar A. D. 19 78, at 8 o'clock A M., and was duly recorded in Book 2-47 of Incorporations, on page 503

Joan Anderson Howe
Secretary of State