

## ARTICLES OF MERGER

97 SEP 22 AM 10:12

SECRETARY OF STATE  
STATE OF IDAHO

THE UNDERSIGNED, hereby execute these Articles of Merger, pursuant to Idaho Code Section 30-1-1101 and state as follows:

1. These articles are executed in duplicate by each corporation through its president and secretary identified below.
2. The corporations which are a part of these Articles of Merger and plan of merger are Recreational Sports & Imports, Inc., Recreational Sports & Imports, North L.A., Inc., and Recreational Sports & Imports, San Diego, Inc.
3. The plan of merger, consolidation, or exchange between the corporations shall be that as set forth in the plan attached hereto as Exhibit "A" and incorporated by reference.
4. The number of shares outstanding with respect to each corporation are as identified in said plan of merger. Said shares constitute all issued and outstanding shares of common stock of each corporation, there being no other class or designation of stock authorized by any corporation.
5. The approval of the plan, in the form attached, received the unanimous written consent of all directors of each corporation and consent of all stockholders of each corporation, all shares voting for such plan.
6. The surviving corporation shall be known as Recreational Sports & Imports, Inc.
7. No classification or change was made in the authorized capital of Recreational Sports & Imports, Inc., as the surviving corporation.

DATED: 9.18.97

RECREATIONAL SPORTS & IMPORTS, INC.

By: Gary Olsen  
Gary Olsen, President

ATTEST:

Lee Taylor  
Lee Taylor, Secretary

IDAHO SECRETARY OF STATE  
09/22/1997 09:00  
CK: 156379 CT: 35069 BH: 40316  
1 @ 30.00 = 30.00 MERGER

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SIGNATURES CONTINUED FROM PRECEDING PAGE

RECREATIONAL SPORTS & IMPORTS, NORTH  
L.A., INC.

BY:

~~Gary Olsen President~~

**ATTEST:**

Lee Taylor, Secretary

RECREATIONAL SPORTS & IMPORTS, SAN  
DIEGO, INC.

BY:

**Gary Olsen, President**

**ATTEST:**

Lee Taylor, Secretary

## VERIFICATION

STATE OF Idaho )  
 )ss.  
County of Bonneville )

THE UNDERSIGNED officer of the corporations executing the foregoing Articles of Merger does hereby state as follows:

1. That he holds the undersigned capacity as an officer of each corporation.



## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT is made the 18 day of September, 1997, between the following corporations:

1. **Recreational Sports & Imports, Inc.**, an Idaho corporation.
2. **Recreational Sports & Imports, North L.A., Inc.**, an Idaho corporation.
3. **Recreational Sports & Imports, San Diego, Inc.**, an Idaho corporation.

### RECITALS:

A. The issued and outstanding shares of common stock, and ownership thereof, in Recreational Sports & Imports, Inc., are as follows:

Gary Olsen — 1 share  
Patricia Olsen — 1 share

B. The issued and outstanding shares of common stock of Recreational Sports & Imports, North L.A., Inc., and the ownership thereof are as follows:

Gary Olsen — 1 share  
Patricia Olsen — 1 share

C. The issued and outstanding shares of common stock of Recreational Sports & Imports, San Diego, Inc., and the ownership thereof are as follows:

Gary Olsen - 1 share  
Patricia Olsen - 1 share

D. The shares identified above with respect to all three corporations constitute all of the issued and outstanding shares of each corporation.

E. The owners of said corporations now desire that Recreational Sports & Imports, North L.A., Inc., and Recreational Sports & Imports, San Diego, Inc., shall be merged into Recreational Sports & Imports, Inc., which shall thereafter be the surviving corporation.

NOW, THEREFORE, it is mutually covenanted and agreed as follows:

1. It is hereby agreed that pursuant to Idaho Code Section 30-1-1101, and pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of the United States and related statutes of

the State of Idaho, that Recreational Sports & Imports, North L.A., Inc., and Recreational Sports & Imports, San Diego, Inc., shall be merged into and become a part of Recreational Sports & Imports, Inc.

2. The name of the surviving corporation shall be Recreational Sports & Imports, Inc. Said surviving corporation's name shall remain unchange.

3. The effective date of the merger shall be: 8.1.97

4. On the effective date of the merger the by-laws of Recreational Sports & Imports, Inc, as previously amended, if any, shall become the by-laws of the surviving corporation until the same shall be altered, amended, or repealed.

5. The board of directors and officers of Recreational Sports & Imports, Inc., shall continue unchanged, in full force and effect, until they are otherwise changed as provided in the articles, or by-laws of said corporation, or by law. Said directors shall be:

Gary Olsen  
Patricia Olsen  
Lee Taylor

Said officers shall be:

President — Gary Olsen  
Secretary — Lee Taylor

The registered agent of Recreational Sports & Imports, Inc., shall be Gary Olsen, 1426 Mojave, Idaho Falls, ID 83401.

6. On the effective date of the merger, the shareholders of Recreational Sports & Imports, North L.A., Inc., and Recreational Sports & Imports, San Diego, Inc., shall surrender all shares of stock held by them in either of said corporations which shall thereafter be marked cancelled. Following the effective date of the merger, the issued and outstanding shares of stock of Recreational Sports & Imports, Inc., and the ownership thereof shall be as follows:

Gary Olsen - 1 share  
Patricia Olsen - 1 share

7. There shall be no change made in the number of authorized shares which Recreational Sports & Imports, Inc., shall be authorized to issue nor any other change in the capitalization of said corporation.

8. There shall be no changes made to the Articles of Incorporation of Recreational Sports & Imports, Inc.

9. On the effective date of the merger, Recreational Sports & Imports, North L.A., Inc., and Recreational Sports & Imports, San Diego, Inc., shall cease to exist separately, and

Recreational Sports & Imports, Inc., shall succeed to all title to the assets of both of said corporations and shall further succeed to, assume, and be responsible for all liabilities of said corporations whether now existing or which may hereafter arise. Recreational Sports & Imports, Inc., as the surviving corporation, shall possess all of the rights, privileges, powers, franchises, fiduciary duties, powers, and obligations, of a public or private nature, subject to all restrictions, disabilities, and duties of Recreational Sports & Imports, North L.A., Inc., and Recreational Sports & Imports, San Diego, Inc.

10. The corporations which are a part of this Plan, and the stockholders thereof, agree to execute and deliver all such deeds and other instruments as may be necessary, or take all other action necessary, to carry out the terms and intent of this Plan.


11. This agreement may be terminated and the merger provided hereby abandoned by a vote of the board of directors of all of the corporations hereto.

12. Recreational Sports & Imports, Inc., as the surviving corporation, hereby reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation or by-laws.

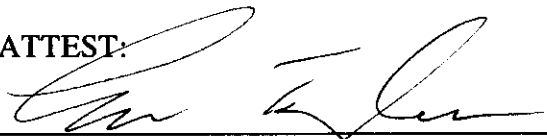
IN WITNESS WHEREOF, the parties have executed this agreement as of the date stated above.

DATED: 9.18.97

RECREATIONAL SPORTS & IMPORTS, INC.

By:   
Gary Olsen, President

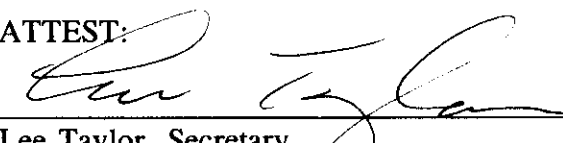
ATTEST:

  
Lee Taylor, Secretary

RECREATIONAL SPORTS & IMPORTS, NORTH  
L.A., INC.

BY:   
Gary Olsen, President

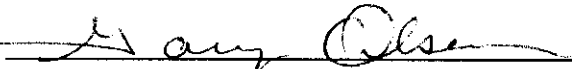
ATTEST:

  
Lee Taylor, Secretary


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RECREATIONAL SPORTS & IMPORTS, SAN  
DIEGO, INC.

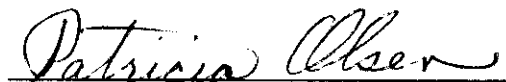
BY:   
Gary Olsen, President

ATTEST:

  
Lee Taylor, Secretary

Approved and unanimously agreed to by the Stockholders of the above corporations.

  
Gary Olsen

  
Patricia Olsen