



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

***WATER SPORTS INTERNATIONAL, INC.***

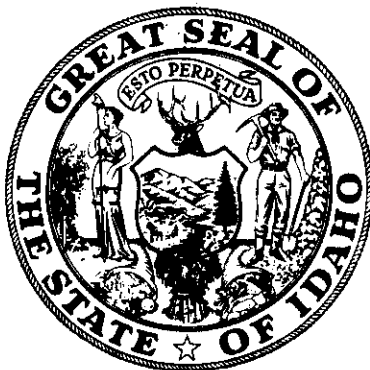
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

***WATER SPORTS INTERNATIONAL, INC.***

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 September 5, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION

SEP 5 8 44 AM '80  
SECRETARY OF STATE

OF

WATER SPORTS INTERNATIONAL, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a natural person and a citizen of the United States of America and the State of Idaho, of the age of twenty-one years and upwards, desiring to form a corporation under the laws of the State of Idaho, do hereby adopt these Articles of Incorporation, and execute the same in triplicate as follows:

ARTICLE I.

The name of this corporation is "WATER SPORTS INTERNATIONAL, INC."

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The location and post office address of the registered office of this corporation in the State of Idaho is 1205 Orchard, Moscow, Idaho and the registered agent is William H. Parks, 1205 Orchard, Moscow, Idaho.

ARTICLE IV.

This corporation is authorized to issue one class shares of capital stock which shall be common stock.

The total number of shares of common stock this corporation shall be authorized to issue is twenty-five thousand (25,000) shares.

The par value of each of the shares of common stock shall be One Dollar (\$1.00).

The aggregate par value of the share of the corporation shall be Twenty-five Thousand Dollars (\$25,000).

The stock of the corporation shall be non-assessable.

#### ARTICLE V.

The purposes, objects and powers of this corporation are as follows:

To engage, generally in the wholesale and manufacturing of recreational sporting equipment and supplies and, in general, to engage in each and every type and kind of business and/or activity in connection therewith which may be advantageously engaged in by this corporation.

To acquire, lease, own and/or operate stores, warehouses, offices and other property.

To acquire, own, sell and/or lease and otherwise deal in sporting equipment and supplies and equipment of every kind, type and description.

To acquire, sell, lease, rent and otherwise deal in real and personal property of every type, kind and description.

To leave, purchase, or otherwise secure, acquire, own, hold, manage, improve, use, operate, sell, assign, transfer, rent, lease, convey and otherwise deal with and in real and personal property of every kind, type and description.

To, in general, carry on and conduct any other lawful business or activity which may be advantageously carried on and conducted with, or incidental to, any and all of the businesses, activities, matters and things aforesaid.

To enter into, execute, perform and carry out contracts of every kind for any lawful purpose, the doing of which is incidental, ancillary, pertaining, related, necessary or proper to or connected with any or all of the objects, purposes and kinds of businesses and activities in this article mentioned.

To lend and advance money or give credit to such persons and corporations and on such terms as may seem expedient, and to give guaranty and become security for any such persons and corporations; but nothing herein contained shall be construed to give this corporation banking powers.

To borrow money without limitation as to the amount for any purpose or purposes of the corporation, whether secured or unsecured, and from time to time, make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange or other obligations of the corporation for moneys borrowed or in payment of property acquired or for any of the other objects or purposes of the corporation or its business, and to secure the payment of such obligations by mortgage, pledge, deed, indenture, agreement, trust deed, or by other lien upon, assignment of, or agreements in regard to, all or any part of the property rights, or pledges of the corporation wheresoever situated, whether now owned or hereafter to be acquired.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth either alone or in association with other corporations, firms, or individuals, firms, or individuals, and to do every other act or acts, thing or things, incidental, ancillary, related, pertaining, necessary or proper to or connected with any or all of the objects or purposes in this article mentioned or any part or parts thereof, provided that the same shall not be inconsistent with the laws and statutes of the State of Idaho or of any state wherein this corporation shall engage in business.

The purposes specified in this article shall be construed both as purposes and powers shall be in no ways limited or restricted by reference to, in inference from, the terms of any other paragraph or clause in this or any other article, but the purposes and powers specified in each of the paragraphs and clauses herein shall be regarded as independent purposes and powers, and the enumerations of specific purposes and power shall not be construed to limit or restrict in any manner the

meaning or general terms and purposes or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be in like nature.

That the enumeration of purposes and powers herein set forth are not intended to and shall not in any manner limit or restrict the general powers of this corporation under the laws and statutes of the State of Idaho or any other state or states wherein this corporation shall engage in business.

ARTICLE VI.

This corporation shall have the power and authority to buy or otherwise acquire its own stock and to hold the same as treasury stock and to sell or otherwise dispose of the same.

ARTICLE VII.

The names and post office addresses of each of the incorporators of this corporation, and the Board of Directors, and the number of shares subscribed by each are as follows:

| <u>Name of<br/>Incorporator</u> | <u>Post Office<br/>Address:</u>       | <u>Number of Shares<br/>Subscribed:</u> |
|---------------------------------|---------------------------------------|---|
| William H. Parks                | 1205 Orchard<br>Moscow, Idaho 83843   | One Share                               |
| J. Patrick Agidius              | 540 N. Grant<br>Moscow, Idaho 83843   | One Share                               |
| Bradley Lockeman                | 1251 Ponderosa<br>Moscow, Idaho 83843 | One Share                               |

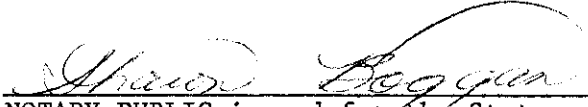
IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands  
this 5th day of August, 1980.

William H. Parks  
William H. Parks  
J. Patrick Agidius  
J. Patrick Agidius  
Bradley Lockeman  
Bradley Lockeman

STATE OF IDAHO )  
 ) ss.  
COUNTY OF LATAH)

On this 24th day of August, 1980, before me, the undersigned, a Notary Public in and for said State, personally appeared WILLIAM H. PARKS, J. PATRICK AGIDIUS, and BRADLEY LOCKEMAN, known to me to be the persons whose names are subscribed to the above and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the date last above written.

  
NOTARY PUBLIC in and for the State  
of Idaho, residing at Moscow, Idaho.