



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SPORTS CELLAR NORTH, INC.

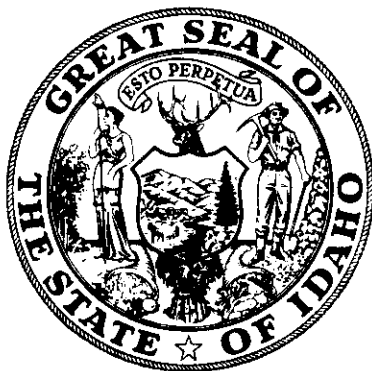
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SPORTS CELLAR NORTH, 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 June 30, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

100 891 36 11 11 11

ARTICLES OF INCORPORATION

OF

SPORTS CELLAR NORTH, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all full age citizens of the United States, this day voluntarily associated ourselves together for the purposes of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

That the name of the corporation shall be SPORTS CELLAR NORTH, INC.

ARTICLE II

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

- A. To sell sporting goods.
- B. The corporation shall have the capacity to act the same as a natural person, but shall have authority to perform only such actions as are necessary and proper to accomplish its purposes and objectives which are not repugnant to law. All of the purposes and objectives which are set forth below shall be construed in the broadest sense.
- C. The purchase or otherwise acquisition of, so far as permitted by law, the whole or any part of the undertaking and business of any person, firm, or corporation, engaged in a business of the same general character as that for which this corporation is organized, and the property and liabilities, including the good will, assets and stock in trade thereof, and to pay for the same either in cash or in shares, or partly in cash and partly in shares.
- D. In general, to carry on any lawful business, of any nature whatsoever, in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its property.

E. To acquire, by purchase or otherwise encumber real estate or other property, improved and unimproved, the building construction, altering, development, and management of real property generally; and to purchase lease, or otherwise acquire all kinds of real or personal property which the corporation may deem necessary or convenient for the purpose of its business.

F. To acquire by purchase, subscription, or otherwise, and to hold or dispose of, stocks, bonds, or any other obligations of any corporation formed for, or then or theretofore engaged in or pursuing, any one or more of the kinds of business, purposes, objectives, or operations in which this corporation is authorized to engage, or owning or holding any property of any kind, such as this corporation is authorized to own and to hold; or of any corporation owning or holding the stocks or obligations of any such corporation; to acquire and hold for investment, or otherwise, to acquire and use, and to sell or dispose of any stocks, bonds, or other obligations of any such other corporations; and to do any other acts or things for the preservation, protection, improvement, or enhancement of the value of any such stock, bonds, or other obligations, or to do any acts or things designed for any such purpose; and while owner of any such stocks, bonds, or other obligations, to exercise all rights, powers, and privileges of ownership thereof, and exercise any and all voting power thereon.

G. To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or attainment of any of the objectives or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objectives or purposes, or any part or parts thereof, provided the same not be inconsistent with the laws under which this corporation is organized.

H. To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the State of Idaho, and in the various states, territories, colonies, and dependencies of the United States, in the District of Columbia, and in all or any foreign country or countries.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of the registered office in this state and principal place of business shall be ^{402 Sherman Ave} ~~P. O. Box 1812~~, Coeur d'Alene, Idaho. The registered agent shall be Gregory Crimp.

ARTICLE V

The amount of capital stock of said corporation shall be Twenty Thousand Dollars (\$20,000.00), divided into 200 shares of the par value of \$100.00 per share. All of said stock shall be common stock, and non-assessable. The owner of said stock cannot sell his stock unless he shall have received the unanimous consent of the other two owners.

ARTICLE VI

Bonuses may be paid from time to time as shall be determined by a major vote of the owners of said corporation.

ARTICLE VII

The name and post office address of each of the incorporators and the number of shares of common stock described in Article V subscribed to each, are as follows:

GREGORY CRIMP	P.O. Box 1812 Coeur d'Alene, ID	100
DAVID V. CORBEILL	1112 Lambert Ln. Coeur d'Alene, ID	50
KEN EVERSON	803 Taylor Coeur d'Alene, ID	50

ARTICLE VIII

The number of directors of this corporation shall not be less than one nor more than seven. The number of directors, qualifications, terms of office, manner of election, and powers and duties of the directors shall be further officered by a President, Vice-President and Secretary-Treasurer, all of whom shall be elected by the Board of Directors, and shall hold office and have the powers to be specified by the By-Laws of this corporation.

ARTICLE IX

The names, addresses, and terms of office of the first directors are as follows:

Gregory Crimp President	P.O. Box 1812 Coeur d'Alene	One year or until successor elected
David V. Corbeill Vice-President	1112 Lambert Ln. Coeur d'Alene, ID	One year or until successor elected
Ken Everson Sec-Treas.	803 Taylor Coeur d'Alene, ID	One year or until successor elected

ARTICLE X

Subject to the power of the shareholders to amend, alter or repeal, the Board of Directors of this corporation shall have the power to amend such By-Laws defining the powers and duties of the officers in the corporation and providing for such other matters regarding its affairs that they deem necessary and convenient, providing the same are not out of harmony with the laws of the State of Idaho, or these Articles of Incorporation.

ARTICLE XI

An amendment altering the Articles of Incorporation of this corporation in any respect may be adopted by vote of the holders of the majority of the outstanding shares unless specifically prohibited by law, then by such vote as the law requires. In the event of a split share vote, the President has approval or veto power on vote.

IN WITNESS WHEREOF, the Incorporators have executed this instrument, in triplicate, at Coeur d'Alene, Idaho, on this 24 day of June, 1980.

Gregory Crimp
GREGORY CRIMP

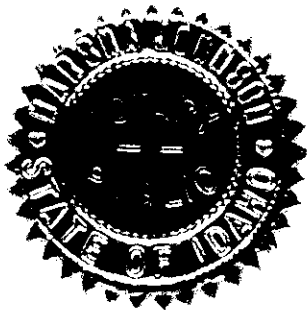
David V. Corbeill
DAVID V. CORBEILL

Ken Everson
KEN EVERSON

STATE OF IDAHO)
) ss
County of Kootenai)

On this 24 day of June, 1980, before me, a Notary Public in and for said State, personally appeared GREGORY CRIMP, DAVID V. CORBEILL and KEN EVERSON, known to me to be the persons whose names are subscribed to and who executed the foregoing Articles of Incorporation of SPORTS CELLAR NORTH, INC., and severally acknowledged to me that they signed, sealed and executed and delivered the said Articles of Incorporation in triplicate as their free and voluntary act for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.



Marsha Johnson
Notary Public for Idaho
Residing at Coeur d'Alene