



**CERTIFICATE OF INCORPORATION
OF**

PRO-FIT SPORTS, 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 the above named corporation, 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: May 18, 1988



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

PRO-fit SPORTS, INC.

MAY 18 4 17 PM '88

SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for this corporation:

I.

The name of this corporation shall be PRO-fit Sports, Inc.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The address of the initial registered office of this corporation is 118 Williams Street, Boise, Idaho 83706, and the name of the initial registered agent at such address is R. Beau Parent.

IV.

The nature of the business and the object and purpose of this corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V.

The total authorized number of shares of this corporation shall be 60,000, which said shares shall be divided into two classes of capital stock as follows: 50,000 shares of common

stock, no par value, and 10,000 shares of preferred stock, \$10.00 par value.

The express terms and provisions of the shares classified and designated as common stock are as follows:

(a) The holders of said shares shall be entitled to one vote per share at all meetings of the shareholders of this corporation and shall be entitled to cumulate their votes for the election of directors of this corporation.

(b) In the event of the dissolution or liquidation of this corporation, the holders of the shares of common stock shall be entitled to all of the residue of the assets, subject to the express terms and provisions of the shares designated as preferred stock, and shall receive payment therefor in proportion to the shares held by them respectively.

(c) Subject to the express terms and provisions of the shares designated as preferred stock, the holders of the shares of common stock shall have all of the rights, interests, powers, and privileges of shareholders of corporations for profit as provided by law, without any restrictions, qualifications, or limitations thereof.

The express terms and provisions of the shares classified and designated as preferred stock are as follows:

(a) The holders of said shares shall not be entitled to vote their shares at any meetings of the shareholders of this corporation.

(b) The holders of said shares shall not be entitled to any dividends.

(c) In the event of dissolution or liquidation of this corporation, the holders of the preferred stock shall be entitled to be paid out of the assets distributable to the stockholders of the corporation the par value of the preferred stock before any assets of the corporation shall be distributed or paid over to the holders of the common stock.

(d) The preferred stock shall be redeemed each year by the corporation for a five-year period for nontransferrable retail credit to be used in the corporation's retail store. Retail credit in the amount of \$5,500.00 for each 500 shares of preferred stock will be issued on the following schedule:

| | | |
|-------------|--------------------------------------------|-----------------------------|
| Year One: | 15 shares of preferred stock redeemed for | \$ 366.67 of retail credit |
| Year Two: | 35 shares of preferred stock redeemed for | \$ 733.33 of retail credit |
| Year Three: | 100 shares of preferred stock redeemed for | \$1,000.00 of retail credit |
| Year Four: | 150 shares of preferred stock redeemed for | \$1,466.67 of retail credit |
| Year Five: | 200 shares of preferred stock redeemed for | \$1,833.33 of retail credit |

Once issued, the credit may be used at any time. The redemption of the preferred stock and the issuance of the retail credit may be postponed by the corporation for up to two years. If the redemption of the preferred stock and the issuance of the credit is postponed, an additional credit of \$100.00 per year of postponement will be issued by the corporation.

(e) The holders of the preferred stock will have no other rights, interests, powers, or privileges whatsoever except as set forth above.

VI.

The name and post office address of each incorporator is as follows:

| <u>Name</u> | <u>Address</u> |
|------------------|-------------------------------------|
| Bertha H. Barton | P.O. Box 1559 Boise, Idaho 83701 |

VII.

The first Board of Directors shall consist of five (5) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be less than three (3) or more than nine (9).

The following persons are named directors of the corporation to serve until their successors are elected and qualified:

| <u>Name</u> | <u>Address</u> |
|---------------------|------------------------------------------------------|
| R. Beau Parent | P.O. Box 1889 Boise, Idaho 83701-1889 |
| BZ Parent | P.O. Box 1889 Boise, Idaho 83701-1889 |
| Marilyn Miller | 2134 Highland Avenue East Twin Falls, Idaho 83301 |
| Claude R. Parent | 7 Eastwood Drive Orinda, California 94563 |
| C. R. "Mike" Parent | 702 Stewart Hill Drive Logan, Utah 84321 |

VIII.

All or any meetings of the shareholders, or of the Board of Directors, may be held within or without the state of Idaho.

IX.

No shareholder of this corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of this corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of this corporation authorized by these Articles of Incorporation or by any amended articles duly filed may at any time be issued, optioned for sale, and sold or disposed of by this corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing shareholders.

X.

The personal liability of any director of this corporation to the corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director shall be eliminated in accordance with the provisions of subsection (2) of section 30-1-54 of the Idaho Business Corporation Act.

IN WITNESS WHEREOF, I have signed duplicate originals of
these Articles of Incorporation this 18th day of May, 1988.

Bertha H. Barton
Bertha H. Barton