



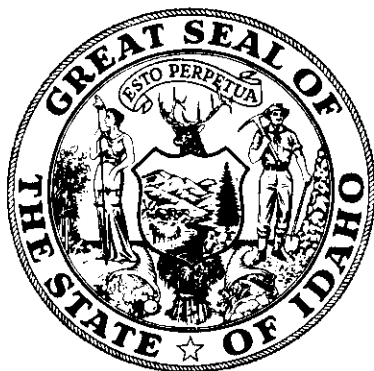
CERTIFICATE OF INCORPORATION
OF

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 _____

_____ ,
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 _____, 19⁷⁹ .



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

SECRETARY OF STATE

Corporation Clerk

FILED

11-2-79

9.00 am

ARTICLES OF INCORPORATION

OF

THE PRO SHOP, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are natural persons of legal age, citizens of the United States of America and residents of the State of Idaho, have this day voluntarily associated ourselves and do hereby and by these Articles of Incorporation unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purposes hereinafter stated.

I.

The name of the corporation shall be THE PRO SHOP, INC.

II.

The term for which this corporation shall exist shall be in perpetuity.

III.

The location of the registered office of this corporation in the State of Idaho shall be Rural Route 7, Caldwell, Idaho and FRED COLLEY is the registered agent at that address.

IV.

The objects and purposes for which this corporation is formed shall be and are:

(1) To engage in the sale of sports equipment and other sporting goods, outdoor supplies and equipment, and to engage in any commercial enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho; to generally engage in, do and perform, any enterprise, act, or vocation that a natural person might or could perform; and generally to engage in any business, enterprise, or endeavor of any kind, or character lawful under the laws of the State of Idaho.

(2) To purchase, lease or otherwise acquire real and personal property of

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4 all kinds in the United State or elsewhere and to sell, exchange, lease, mort-
5 gage, or otherwise deal with the whole or any part of such property or rights,
6 and generally to do anything or perform any act which, in the judgment of the
7 directors of the company or the stockholders of the company, shall be necessary
8 or proper and conducive to the best interests of said company in accomplishing
9 any of the objects or purposes herein set out.

10 (3) To purchase or otherwise acquire, lease, assign, mortgage, pledge,
11 sell, or otherwise dispose of any trade names, trademarks, processes, inventions,
12 formulas, patents, patent rights, or letters patent, processes of any nature whatso-
13 ever, either of the United States or of any foreign countries, and to accept and
14 grant licenses thereunder.

15 (4) To subscribe or cause to be subscribed for, and to purchase or other-
16 wise acquire, hold for investment, sell, assign, transfer, mortgage, pledge,
17 exchange, distribute, or otherwise dispose of the whole or any part of the shares
18 of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures,
19 securities, obligations, notes, and other evidences of indebtedness of any
20 corporation, stock company, or association now or hereafter existing, and whether
21 created by or under the laws of the State of Idaho, or otherwise, and while
22 owners of any such shares of the capital stock, or bonds, or other property, to
23 exercise all the rights, powers, and privileges of ownership of every kind and
24 description, including the right to vote thereon, with power to designate some
25 person for that purpose from time to time, to the same extent as natural persons
26 might or could do.

27 (5) To purchase, hold, sell, and reissue the shares of the stock of this
28 corporation.

29 (6) To buy, lease, or otherwise acquire, so far as may be permitted by
30 law, the whole or any part of the business, good will, and assets of any person,
31 firm, association, or corporation, either foreign or domestic, engages in any
32 business in which this corporation would have the right to engage under these
Articles of Incorporation.

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4 (7) To carry on any business whatsoever which the corporation may deem
5 proper or convenient in connection with the purposes herein expressed, or other-
6 wise, or which may be calculated directly or indirectly to promote the interests
7 of this corporation, or to enhance the value of its property.

8 (8) To deal in and with goods, wares, merchandise and all other forms of
9 personal property, without limitation, or any interest therein, whether within
10 the State of Idaho or elsewhere, to the same extent that a natural person might
11 so do.

12 (9) To borrow money and otherwise incur indebtedness, without limit as to
13 amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute
14 and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instru-
15 ments, and all other evidence of indebtedness, negotiable or non-negotiable,
16 whether secured or unsecured.

17 (10) For the purpose of securing all or any part of its contracts, oblig-
18 ations, or liabilities to convey, transfer, assign, deliver, mortgage, pledge,
19 or otherwise hypothecate all or any part of the property of assets at any time
20 held or owned by this corporation.

21 (11) To conduct its business and exercise all or any of its powers as
22 above specified, or otherwise, in the State of Idaho or in any other state,
23 territory, or colony of the United States, the District of Columbia, or any
24 other part of the world, as fully and to the same extent as natural persons might
25 or could do, either alone or in association with others, and at its option to
26 have one or more offices or places of business as shall be determined by its
27 Board of Directors within the State of Idaho, in addition to its registered and
28 principal place of business as set out in these Articles.

29 (12) It is the intention of the incorporators of this company that the
30 foregoing clauses shall be construed both as objects and powers, and the foregoing
31 enumeration of specific objects and powers shall not be construed to limit or
32 restrict in any manner the power of the corporation, but said corporation shall
have the power to do all and everything necessary, suitable, convenient, or proper

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4 for the accomplishment of any of its purposes, or the attainment of any one or
5 more of the objects hereinablve enumerated or incidental to the purposes and
6 objects hereinabove named, or which shall at any time appear conducive to ex-
7 pedient for the protection or benefit of the corporation, and which is permitted
8 under the laws of the State of Idaho, under which this corporation is organized,
9 to the same extent and as fully as a natural person might or could do.

10 V.

11 The business of this corporation shall be managed and conducted by a Board
12 of at least three (3) directors, the first Board to be leceted at the first meeting
13 of the incorporators of this corporation, and the entire Board to be elected
14 annually thereafter by the stockholders of this corporation at the annual meeting
15 of the stockholders of this corporation.

16 VI.

17 The Board of Directors of this corporation may meet and transact the business
18 of this corporation either at the principal place of business herein designated,
19 or at such other place withing or without the State of Idaho as may be at any
20 time, or from time to time, determined by the Board of Directors.

21 VII.

22 The Bylaws of this corporation may be repealed, amended, altered, or new
23 Bylaws adopted at any annual meeting, or at any special meeting of the stockholders
24 called for that purpose, by a vote representing not less than a majority of the
25 stock subscribed for and issued, or by the written consent, duly acknowledged in
26 the same manner as conveyances of real property are required to be acknowledged,
27 of the holders of not less than a majority of the subscribed for and issued
28 capital stock, which written consent may be in more than one instrument. Further-
29 more, the Board of Directors of this corporation shall have the power to repeal,
30 amend, and alter the Bylaws of this corporation, and to adopt new Bylaws, by
31 vote of not less than a majority of the members of said Board of Directors;
32 provided that the Board of Directors shall not make or alter any Bylaws fixing
the qualifications classification, term of office, or compensation of the members
of such Board.

VII.

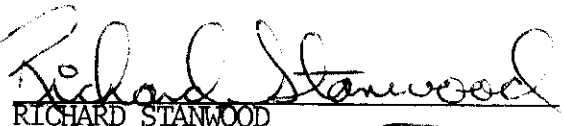
The corporation shall have a total authorized capital of 3000 divided in 300 shares of common stock with a par value of \$10 per share.

IX.

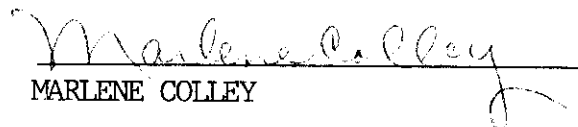
The names and post office addressed, together with the number of shares of stock subscribed by each of the incorporators are as follows: and initial directors*

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>	<u>PAR VALUE</u>
Richard Stanwood	Cherry Lane Golf Course 2040 Interlachen Way Meridian, Idaho 83642	100	\$10
Fred Colley	Route 7 Caldwell, Idaho 83605	100	\$10
Marlene Colley	Route 7 Caldwell, Idaho 83605	100	\$10

IN WITNESS WHEREOF, we have hereunto set out hands and seals this 20th day of September, 1979.

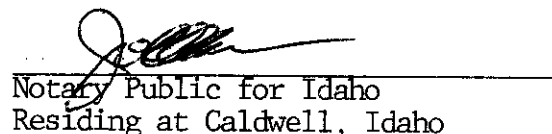

RICHARD STANWOOD


FRED COLLEY


MARLENE COLLEY

STATE OF IDAHO)
: ss.
County of Canyon)

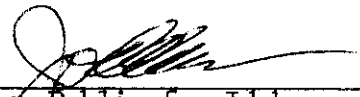
On this 20th day of Sept. 1979, before me, the undersigned, a Notary Public in and for said State, personally appeared FRED COLLEY, known to before me to be the identical person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.


Notary Public for Idaho
Residing at Caldwell, Idaho

* as per Debbie.


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3 STATE OF IDAHO)
4 : ss.
5 County of Canyon)

6 September, 1979,
7 On this 20th day of before me, the undersigned, a Notary Public in and for
8 said State, personally appeared RICHARD STANWOOD, known to before me to be the iden-
9 tical person whose name is subscribed to the foregoing instrument and acknowledged
10 to me that he executed the same.

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13 Notary Public for Idaho
14 Residing at Caldwell, Idaho
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17 STATE OF IDAHO)
18 : ss.
19 County of Canyon)

20 September, 1979,
21 On this 20th day of before me, the undersigned, a Notary Public in and
22 for said State, personally appeared MARLENE COLLEY , known to before me to be
23 the identical person whose name is subscribed to the foregoing instrument and ack-
24 knowledged to me that he executed the same.

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27 Notary Public for Idaho
28 Residing at Caldwell, Idaho
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