

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

JACK'S SPORTING & HOME ENTERTAINMENT, INC.  
File number C 106874

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: July 1, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Cara Sisk*

ARTICLES OF INCORPORATION  
OF  
JACK'S SPORTING & HOME ENTERTAINMENT, INC.

Jul 1 4 24 PM '91  
SECRETARY OF STATE

The undersigned, acting as incorporator, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Jack's Sporting & Home Entertainment, Inc.

ARTICLE II

The corporation is to have perpetual existence.

ARTICLE III

The purpose for which said corporation is formed is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The capital stock of the corporation shall be Ten Thousand (10,000) shares of common stock, without par value. The capital stock of the corporation shall not be assessable.

ARTICLE V

Provisions denying preemptive rights are: None.

ARTICLE VI

The address of the Corporation's initial registered office shall be 214 S. 7th Avenue, Caldwell, Idaho, 83605 and the name of its initial registered agent at such address is Tim St. George.

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ENTERTAINMENT, INC.

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## ARTICLE VII

The number of directors constituting the initial board of directors of the Corporation is 2 and the name and address of each person serving as a director until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Tim St. George  
214 S. 7th Avenue  
Caldwell, Idaho 83605

Elaine St. George  
214 S. 7th Avenue  
Caldwell, Idaho 83605

## ARTICLE VIII

The name and address of the incorporator is:

Tim St. George  
214 S. 7th Avenue  
Caldwell, Idaho 83605

## ARTICLE IX

Provisions for the regulation of the internal affairs of the corporation are: None.

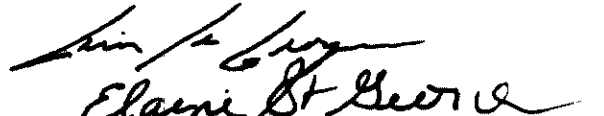
## ARTICLE X

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except:

- a. For breach of a director's duty of loyalty to the corporation or its stockholders.
- b. For facts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c. Liability under §30-1-48 of the Idaho Code.

d. For any transaction from which the director derived an improper personal benefit.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 1994.

  
\_\_\_\_\_  
INCORPORATOR