



Department of State

**CERTIFICATE OF INCORPORATION
OF**

MERIT GOLF, 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: **January 30, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

OF

MERIT GOLF, INC.

JAN 30 12 30 PM '89
SECRETARY OF STATE

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following articles of Incorporation for the Corporation:

ARTICLE I. NAME

The name of the Corporation is Merit Golf, Inc.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES AND POWERS

Section 1. The purpose for which the corporation is organized is: the transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. The Corporation shall have and may exercise all powers necessary or convenient to effect its purposes, including but not limited to the statutory powers specified in the appropriate sections of the Idaho Code, as amended and supplemented.

ARTICLE IV. AUTHORIZED SHARES

Section 1. Number. The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 120,000. The stock shall have no par value.

Section 2. Dividends. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 3. Stock Nonassessable. The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

Section 4. Voting Power. The entire voting power for the election of the Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

ARTICLE V. PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

ARTICLE VI. REGISTERED OFFICE

The address of the initial registered office of the Corporation is 10792 Overland Road, Boise, Idaho 83709. The name of its registered agent is Clyde B. Crandall.

ARTICLE VII. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors is three (3) and the name and address of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Faris W. McMullin	10907 Highlander Road Boise, Idaho 83709
David R. Hockett	9140 SW Parkview Loop Beaverton, Oregon 97005
Donald L. Davidson	286 S. Marengo Pasadena, California

91101

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

Faris W. McMullin

10907 Highlander Rd.
Boise, Idaho 83709

DATED this 16 day of January, 1989.

STATE OF IDAHO)

: ss.

County of Ada)

On this 16th day of January, 1989, before me, a Notary Public in and for said State, personally appeared Faris W. McMullin, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

[Signature]
Notary Public for Idaho

Residing at: Boise Idaho