



Department of State

CERTIFICATE OF INCORPORATION

EDSON H. DEAL

I, ~~XXXXXXXXXXXXXXXXXX~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of **MICHAEL MARC, INC.**

was filed in the office of the Secretary of State on the **Third** day of **January** A.D. One Thousand Nine Hundred **Sixty-Seven** and ~~will be~~ duly recorded on ~~XXXXXXXXXXXX~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual existence** from the date hereof, with its registered office in this State located at

Barley

in the County of

Cassia

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **Third** day of **January**, A.D., 19 **67**.

Secretary of State.

ARTICLES OF INCORPORATION OF

MICHAEL-MARC, INC.

KNOW ALL MEN BY THESE PRESENTS: That We, the undersigned, being natural persons, of full age, and citizens of the United States of America, have, this day, voluntarily associated ourselves together for the purpose 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 MICHAEL-MARC, INC.

ARTICLE II.

That the corporation shall have perpetual existence.

ARTICLE III.

That the purposes for which the said corporation is formed are, primarily, as follows:

1) To engage in the business of buying, selling, leasing, repairing, and dealing generally in all phases of sporting goods and equipment of any and all types and nature.

2) To purchase, or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, or otherwise dispose of or hypothecate real estate and/or personal property, and any interest in and to the same.

3) To apply for, receive and hold any and all licenses that may be necessary or required from any licensing agency, Federal,

State, municipal, or foreign, for conducting the hereinbefore and hereinafter mentioned businesses.

4) To buy, sell, make, deliver and/or negotiate promissory notes, drafts, contracts of sale, bills of exchange, and other evidences of debt and/or evidences of ownership.

5) To purchase, own, hold, buy and sell stocks of other corporations, and/or bonds of every type and nature.

6) To enter into any kind of contract or agreement, cooperative or profit-sharing plan, with its officers and/or employees that the corporation may deem advantageous or expedient, or otherwise beneficial or desirous to reward or pay such persons for their services.

7) To purchase, lease, or otherwise acquire, in whole or in part, the business, good will, rights, franchises, and property of every kind and nature, and to undertake the whole, or any part of the assets of, and liabilities of, any person, firm, association, or corporation engaged in or authorized to conduct any lawful business, and to own property necessary or suitable for the operation of such business so acquired, and to pay for the same in cash, or in the stock of this corporation, or otherwise; to hold, or in any manner dispose of, the whole, or any part of the business so acquired, and to exercise all powers necessary or incidental to the conduct of such business.

8) To borrow money and to issue bonds, debentures, notes, and other obligations of this corporation from time to time for any lawful object or purpose of this corporation, and to mortgage, pledge,

hypothecate, and/or convey in trust any or all of its property to secure the payments thereof, and this corporation shall be authorized to borrow money from any of its stockholders, members, or officers.

9) To enter into, make, perform, and carry out contracts of every kind and for any lawful reason or purpose, without limit as to amount, with any person, State or Government, or any subdivision or department thereof.

ARTICLE IV.

That the location and post office address of the said corporation shall be 610 North Overland Avenue, Burley, Idaho.

ARTICLE V.

That the names and addresses of the incorporators of the corporation and the number of shares subscribed for by each are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CLASS</u>
E. Garland Christiansen	200 West 4th North Burley, Idaho	1	Common
Otis H. Williams	2478 Laurel Drive Burley, Idaho	1	Common
Michael J. Christiansen	200 West 4th North Burley, Idaho	1	Common
Marcus O. Williams	2478 Laurel Drive Burley, Idaho	1	Common

ARTICLE VI.

That the corporation shall be authorized to issue One Thousand (1000) shares of no-par value stock.

ARTICLE VII.

That the shares of authorized stock shall be classified as Common Stock, and each share shall be ~~entitled~~ entitled to one vote in all corporation matters.

IN WITNESS WHEREOF, We, the undersigned, have hereunto
set our hands and seals this 30th day of December, 1966.

E. Garland Christiansen (SEAL)
E. Garland Christiansen

Otis H. Williams (SEAL)
Otis H. Williams

Michael J. Christiansen (SEAL)
Michael J. Christiansen

Marcus O. Williams (SEAL)
Marcus O. Williams

STATE OF IDAHO)
) ss.
County of Cassia)

On this 30th day of December, 1966, before me, the undersigned, a Notary Public in and for said State, personally appeared E. GARLAND CHRISTIANSEN, OTIS H. WILLIAMS, MICHAEL J. CHRISTIANSEN, and MARCUS O. WILLIAMS, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

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

Marie Tenzel
Notary Public for Idaho,
Residing at Burley, Idaho