



**Department of State.**

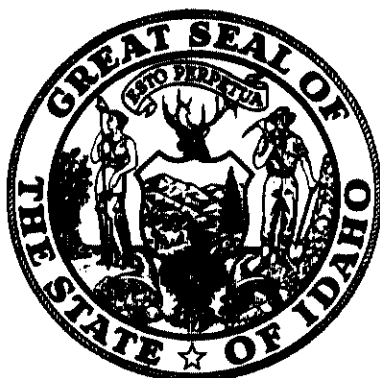
**CERTIFICATE OF INCORPORATION  
OF**

**OBERDORFER GROUP OF NORTH AMERICA, 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: **March 29, 1990**



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *Shirley J. Clark*  
\_\_\_\_\_

Mar 29 9 44 AM '90

ARTICLES OF INCORPORATION SECRETARY OF STATE  
OF  
OBERDORFER GROUP OF NORTH AMERICA, INC.

The undersigned, acting as the sole incorporator of the Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation is OBERDORFER GROUP OF NORTH AMERICA, INC.

SECOND: The period of its duration is perpetual.

THIRD: 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 Idaho Business Corporation Act.

FOURTH: The total authorized number of shares which the Corporation shall have authority to issue is two hundred thousand (200,000) shares of common stock with a par value of \$2.00 per share.

FIFTH: The address of the initial registered office of the Corporation is P. O. Box 1074, Sandpoint, Idaho 83864. The name of the initial registered agent at such address is Georg Haindl. (at Kootenai Industrial Park, Highway 200 East & McGhee Road, Sandpoint).

SIXTH: The number of directors constituting the initial Board of Directors shall be one (1). The initial director of the Corporation who shall serve as director until the first annual meeting of shareholders and until his successors are elected and qualify shall be: Peter G. Oberdorfer, c/o F. Oberdorfer GmbH & Co. KG, Postfach 1680, D-7920 Heidenheim, Federal Republic of Germany.

SEVENTH: A director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the Idaho Business Corporation Act as in effect at the time such liability is determined. No amendment or repeal of this article SEVENTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

EIGHTH: The name and address of the incorporator  
is Georg Haindl, P. O. Box 1074, Sandpoint, Idaho 83864.

NINTH: No cumulative voting for directors shall  
be permitted.

DATED this 26 day of ~~February~~ <sup>March</sup>, 1990.

Georg Haindl  
Georg Haindl

STATE OF IDAHO )

ss

County of Bonner )

On this 26 day of ~~February~~ <sup>March</sup>, 1990, before me the  
undersigned, a Notary Public in and for said State,  
personally appeared GEORG HAINDL, known to me to be the  
person whose name is subscribed to the within instrument  
and acknowledged to me that he executed the same.

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

Peggy D. Self  
Notary Public - State of Idaho  
Residing at Sandpoint therein.  
My commission expires: 7-30-93