

**FILED/EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
REKLUSE MOTOR SPORTS, INC.**

REC'D NOV 25 AM 11:40

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned natural person of the age of eighteen years or older, acting as incorporator of Rekluse Motor Sports, Inc., under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, adopts the following articles of incorporation:

**ARTICLE I – NAME**

The name of this Corporation is "Rekluse Motor Sports, Inc."

**ARTICLE II – DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III – PURPOSE**

The purpose of the Corporation is to engage in the business of manufacturing and distribution of motor cycle accessories. The Corporation shall also be authorized to engage in any such other lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

**ARTICLE IV – CAPITALIZATION**

This Corporation shall have authority to issue an aggregate of one million (1,000,000) shares of stock. This Corporation shall have on (1) class of stock. The class, aggregate number and par value per share of the shares, which the Corporation is authorized to issue, are as follows:

<u>CLASS</u>	<u>NUMBER</u>	<u>PAR VALUE PER SHARE</u>
Common	1,000,000	\$1.00

Each share of Common stock will have one (1) vote with equal rights to distributions, and equal rights to the net assets of the corporation upon liquidation.

**ARTICLE V – PREEMPTIVE RIGHTS**

This Corporation elects to have preemptive rights.

**ARTICLE VI – CUMULATIVE VOTING**

In all elections for Directors, shareholders shall be permitted to cumulate their votes. In such elections, shareholders shall have a number of votes equal to the number of

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shares of stock registered in the shareholder's name on the books of the corporation, multiplied by the number of Directors to be elected.

## **ARTICLE VII – INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this Corporation, and the address of the Corporation's initial registered office, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Albert Youngwerth	4275 N 36 <sup>th</sup> Street Boise, ID 83703

## **ARTICLE VIII – DIRECTORS**

Its Board of Directors, each of who shall be at least eighteen (18) years of age, shall manage the business of the Corporation. The number of directors of the Corporation shall be set forth in the bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be one (1). Directors do not need to be stockholders of the Corporation.

The initial board of directors of the Corporation shall consist of One (1) director. The name and address of the person who will serve as the directors until the first annual meeting of shareholders or until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Albert Youngwerth	4275 N 36 <sup>th</sup> Street Boise, ID 83703

## **ARTICLE IX – INCORPORATORS**

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Albert Youngwerth	4275 N 36 <sup>th</sup> Street Boise, ID 83703

## **ARTICLE X – ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS**

The directors of this Corporation are not liable to the corporation or to its shareholders for monetary damages for any action taken, or failure to take any action, as director, except liability for the following:

- (1) The amount of a financial benefit received by a director to which he or she is not entitled;
- (2) An intentional infliction of harm on the corporation or the shareholders;
- (3) A violation of Idaho Code 30-1-833; or
- (4) An intentional violation of criminal law.

## **ARTICLE XI – INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall indemnify and hold harmless each director for liability, as defined in Idaho Code 30-1-850(5), to any person for any action taken, or any failure to take any action, as a director, except for:

- (1) Receipt of a financial benefit to which he or she is not entitled;
- (2) An intentional infliction of harm on the corporation or the shareholders;
- (3) A violation of Idaho Code 30-1-833; or
- (4) An intentional violation of criminal law.

## **ARTICLE XII – LIMITED LIABILITY FOR SHAREHOLDERS**

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatsoever.

DATED effective the 15<sup>th</sup> day of November 2002.

**INCORPORATOR:**



Albert Youngwerth