

CERTIFICATE OF INCORPORATION  
OF

FOUR SEASONS PRO-GOLF, INC.

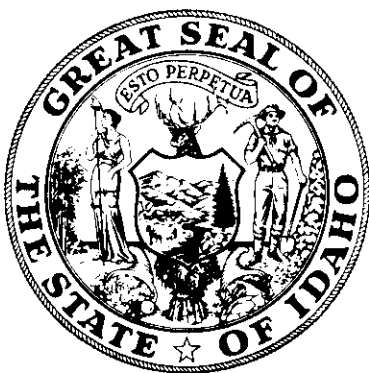
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

FOUR SEASONS PRO-GOLF, INC.

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 28, 1984**



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
FOUR SEASONS PRO-GOLF, INC.

Mar 28 5 42 PM '84  
CLERK OF STATE

The undersigned natural persons of the age of more than 21 years, for the purposes of forming a corporation under the laws of the State of Idaho, and in pursuance thereof, do hereby sign and deliver in duplicate to the Secretary of State of Idaho, these acknowledged Articles of Incorporation, and do state as follows:

I.

The name of the corporation shall be FOUR SEASONS PRO-GOLF, INC.

II.

The duration of the corporation shall be perpetual.

III.

The purposes for which this corporation is organized and the nature of the business to be transacted, and the objects to be promoted and carried on are to do any and all things permitted by law as fully and to the same extent as a natural person might or could do, in any part of the world, specifically including but not limited to the following:

To carry on, conduct, and engage in the business of sales, at wholesale and retail, the sale of sporting merchandise, sporting equipment, golf equipment, clothing for all sports, including but not limited to golf, all in accordance with the laws of the State of Idaho, and any other political subdivision affected thereby.

To purchase, take, receive, lease or otherwise own, improve, and deal in real estate.

To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

To purchase, take, receive, subscribe for, or otherwise

acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

To make contracts and guarantees, and incur liabilities, to borrow money at such rates of interest as the corporation may determine, issue its notes, bonds or other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.

To conduct its business, carry on its obligations, and have offices and exercise the powers granted by this title in any state, territory, district or possession of the United States, or in any foreign country.

To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

To indemnify any director or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party for reason of being or having been such a director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation; to make any other indemnification that shall be authorized by the Articles of

Incorporation or by the Bylaws, or by resolution adopted by the shareholders after notice.

To pay pensions and establish plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its directors, officers and employees.

To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

IV.

The location and post office address of the registered officers of the corporation in the State of Idaho shall be: N. 1566 Maverick Lane, Post Falls, Idaho 83854. The registered agent at such address will be Wayne A. Wright.

V.

The total authorized number of par value shares shall be 5,000 shares of \$10.00 par value common stock. All of said shares shall be non-assessable common shares, and each share of stock is entitled to one vote. The shareholder shall be the preemptive right to acquire additional shares, and shares shall be voted cumulatively.

VI.

The corporation shall not commence business until consideration of the value of at least \$1,000.00 has been received per issuance of shares.

VII.

The name and post office address of each incorporator and the number of shares subscribed by each is as follows:

Wayne A. Wright  
1566 N. Maverick Lane  
Post Falls, ID 83854

Terry M. Alspaugh  
Route 4, Box 5018  
Rathdrum, ID 83858

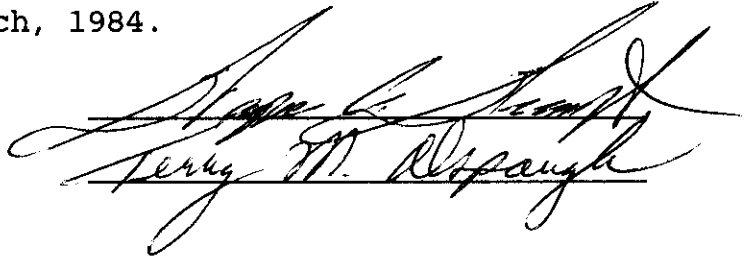
VIII.

The number of directors constituting the initial Board of Directors of the corporation is two (2). The number of directors of the corporation shall not be less than two (2) nor more than five (5). The number, qualifications, terms of office, manner of selection, time and place of meeting, and the powers and duties of the directors shall be such as are described by the Bylaws of this corporation. Until change as herein provided, the number of directors shall be two (2) and the names and post office addresses of the first directors who shall hold office and manage the affairs of the corporation for a period of one year after its incorporation, or until their successors are elected and qualified are as follows:

Wayne A. Wright  
1566 N. Maverick Lane  
Post Falls, ID 83854

Terry M. Alspaugh  
Route 4, Box 5018  
Rathdrum, ID 83858

IN WITNESS WHEREOF, the incorporators have set their hands and seal this 21 day of March, 1984.



STATE OF IDAHO            )  
                                  ) ss.  
County of Kootenai        )

On this date personally appeared before me WAYNE A. WRIGHT, to me known to be one of the individuals described in and who executed the within and foregoing Articles of Incorporation, and acknowledged that he signed the same as his free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and seal this 21<sup>st</sup> day of March, 1984.

Della C. Crawford  
Notary Public in and for the  
State of Idaho, residing at  
Post Falls

STATE OF IDAHO                    )  
                                      ) ss.  
County of Kootenai            )

On this date personally appeared before me TERRY ALSPAUGH, to me known to be one of the individuals described in and who executed the within and foregoing Articles of Incorporation, and acknowledged that he signed the same as his free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and seal this 21<sup>st</sup> day of March, 1984.

*Michelle C. Crawford*  
Notary Public in and for the  
State of Idaho, residing at  
*Post Falls*