

CERTIFICATE OF INCORPORATION
OF

TWO SEASON SPORTS, INC.

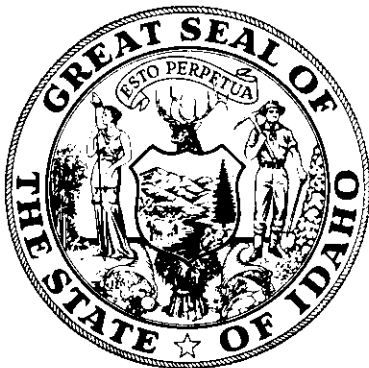
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

TWO SEASON SPORTS, 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: July 27, 1991.



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION '81 JUL 27 PM 1:18

OF

TWO SEASON SPORTS, INC.

SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, 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 HEREBY CERTIFY:

FIRST: The name of the said corporation is:

TWO SEASON SPORTS, INC.
and Registered

SECOND: The principal office of this corporation is to be located at 416 North Orchard Street, City of Boise, County of Ada, State of Idaho.
Registered agent is Michael C. Origer

THIRD: That the nature of the business, objects and purposes proposed to be transacted, promoted or carried on by the corporation are:

To carry on any lawful business whatsoever, or any enterprise which is calculated directly or indirectly to promote the interest of the corporation or to exchange the value of its properties and to perform all other acts which may be incidental to the proper carrying on of said businesses or enterprises.

FOURTH: The amount of the total authorized capital stock of this corporation shall consist of TEN THOUSAND SHARES (10,000), each of which said shares shall have no par value.

FIFTH: That the members of the governing board shall be styled "Directors", and the number of such directors shall not be less than three (3) nor more than five (5), but may be increased or changed in the manner provided by the General Corporation Law of this State.

SIXTH: The Board of Directors shall consist of three (3) members, whose names and post office addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael C. Origer	10662 Hiawatha Drive Boise, Idaho 83709
Becky Ann Origer	10662 Hiawatha Drive Boise, Idaho 83709
C. Brunner Smith	P.O. Box 9404 Boise, Idaho 83707

SEVENTH: The capital stock of this corporation, after the amount of the subscription price has been paid in, shall not be subject to assessment to pay the debts of this corporation, and no stock issued as fully paid up shall ever be assessable or assessed, and the Articles of Incorporation shall not be amended in this particular.

EIGHTH: The names and post office addresses of each of the incorporators signing these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael C. Origer	10662 Hiawatha Drive Boise, Idaho 83709
Becky Ann Origer	10662 Hiawatha Drive Boise, Idaho 83709
C. Brunner Smith	P.O. Box 9404 Boise, Idaho 83707

NINTH: This coporation is to have perpetual existence.

TENTH: Subject to the limitations of Paragraph SEVENTH, this corporation reserves the right to amend, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Idaho, and all rights conferred upon officers, directors and stockholders herein are granted subject to this reservation.

ELEVENTH: In furtherance, and not in limitation of the powers conferred by statutes and/or the laws of the State of Idaho, the Board of Directors is hereby expressly authorized among other things, to:

- (a) Make contracts for the sale of stock in behalf of the corporation, and to purchase or lease, for cash or stock, properties for the benefit of the corporation.
- (b) Fix their own compensation as well as the salary of the other officers, agents and employees of this corporation.
- (c) By a majority vote of the whole board, to designate two (2) of their members, (C. Brunner Smith and one other), to constitute an Executive Committee, which members shall have and exercise any and all of the powers of the Board of Directors, and the management of the business and affairs of this corporation, except amend and repeal the By-Laws. Said Executive Committee shall have the power to authorize the seal of this corporation to be affixed to all papers which may require it.

- (d) The corporation may, in its By-Laws, confer power upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statutes of the State of Idaho.

IN WITNESS WHEREOF. We have hereunto set our respective hands this
27th day of July, 1981.

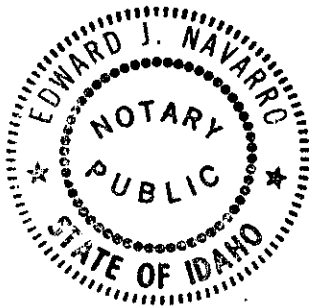
Michael C. Origer
Michael C. Origer

Becky Ann Origer
Becky Ann Origer

C. Brunner Smith
C. Brunner Smith

STATE OF IDAHO)
COUNTY OF ADA) SS

On July 27th, 1981, personally appeared before me, a Notary Public, MICHAEL C. ORIGER, BECKY ANN ORIGER and C. BRUNNER SMITH, who acknowledged that they executed the foregoing instrument.



Edward J. Navarro
NOTARY PUBLIC