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# State of Idaho

## Department of State

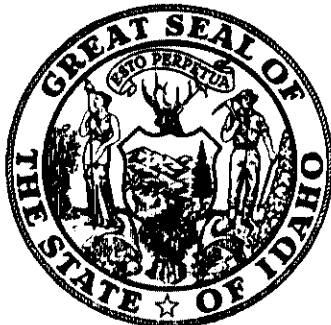
### CERTIFICATE OF INCORPORATION OF

WHITE KNUCKLE, 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: October 18, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ana Seitel*

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ARTICLES OF INCORPORATION  
OF  
WHITE KNUCKLE, INC.

I, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I.

The name of the corporation is WHITE KNUCKLE, INC..

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

IV.

The aggregate number of shares which the corporation shall have the authority to issue is ONE HUNDRED THOUSAND (100,000) shares, all of one class, ONE DOLLAR (\$1.00) par value.

V.

The address of the initial registered office of the corporation and the initial registered agent at such address is:

REGISTERED AGENT

WILLIAM L. EPPERS

REGISTERED ADDRESS

5450 E. SELTICE WAY  
UNIT C  
POST FALLS, IDAHO 83854

VI.

The name and address of the incorporator herein and of the persons who shall serve as initial directors until the first annual meeting of the shareholders is:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
MICHAEL N. HEIMBIGNER	2131 GRANTS COURT POST FALLS, IDAHO 83854

<u>BOARD OF DIRECTORS</u>	<u>ADDRESS</u>
WILLIAM L. EPPERS	2131 GRANTS COURT POST FALLS, IDAHO 83854
MICHAEL N. HEIMBIGNER	2131 GRANTS COURT POST FALLS, IDAHO 83854

VII.

The stock of the corporation shall be non-assessable common stock.

VIII.

A director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

a. For any breach of the director's duty of loyalty to the corporation or to its stockholders.

b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

c. For acts or omissions which involve director liability as provided in Idaho Code Section 30-1-48, which states that a director shall be liable under the following circumstances:

1. If the director votes for or assents to the declaration of any dividend or other distribution of the assets of a corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.

