



CERTIFICATE OF INCORPORATION  
OF

SMC, INC.

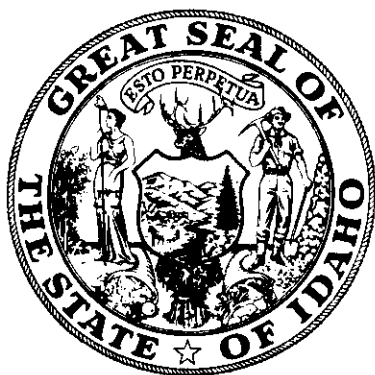
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

SMC, 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 August 11, 19 30.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

SMC, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons, residents of the State of Idaho and citizens of the United States of America, do voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho, and hereby agree as follows:

ARTICLE I.

The name of this corporation is SMC, Inc.

ARTICLE II.

The location and post office address of the corporation's registered office and principal place of business in the State of Idaho and the name of its registered agent are: James L. Cottrell, 2161 Horizon Drive, Pocatello, Idaho 83201, Bannock County, Idaho, but branch places of business, each complete in itself for the conducting and carrying on of any part of the business of the corporation, or the whole thereof, may be established at such other places, whether within or without the State of Idaho and within or without the United States of America.

ARTICLE III.

The corporation is to have perpetual existence, subject to dissolution in the manner provided by law.

#### ARTICLE IV.

The nature of the business and the objects and purposes to be transacted, promoted and carried, on, are to do any or all of the things herein emntioned, as fully and to the same extent as natural persons might or could do, in any part of the world, viz.:

A. To engage in any commercial, industrial or business enterprise calculated or designed to be profitable to this corporation in conformity with the laws of the State of Idaho: to enter into purchase, sale, exchange or barter of personal and real property of any kind or description, and to do all things necessary and proper to fully carry into effect the above powers.

B. To build, erect, construct, lease, own, or otherwise acquire manage, occupy, maintain and operate buildings for the sale of sporting goods, dwelling houses, apartment houses, office buildings, or any building whatever of any description and lands, and business structures and residences of all kinds for the accommodation of the public and of private individuals. Further, to sell, exchange, subdivide, mortgage, secure by deed of trust, plat, improve, cultivate develop, construct, maintain, equip, operate and generally deal in any and all lands, improved and unimproved, in any and all dwelling houses, apartment houses, hotels, boarding houses, business blocks, office buildings, manufacturing works and plants, and other buildings of any kind, and the products and/or the component parts or portions thereof, and any and all other property of any and every kind or description, real, personal, and mixed, wheresoever situated.

C. To engage in the sale of sporting goods, both for itself and for others on contractual or any other basis, and the marketing and distribution of sporting goods, and to carry on all other businesses incident thereto or connected therewith; and to do a general commission and broker's business to any and all of the foregoing enterprises.

D. To manufacture, purchase, process, fabricate, treat, pack, ship, transport, and handle, and in all other ways, deal in and with property, rights and privileges of every kind and character, real, personal, mixed, tangible or intangible, wherever situated, and however held, or produced, whether as a result of or through the use of any invention, device, processes, discoveries, formulas, improvements, qualifications, or whatever.

E. To manufacture, acquire, sell, hold, lease, manage and operate all kinds of machinery, equipment and other property necessary for the sporting goods business of any nature; to buy, lease, manufacture or otherwise acquire, own sell and construct all types of machinery, equipment, tools, automobiles, trucks, tractors, airplanes and other vehicles of transportation facilities, and all other kinds of buildings, factories or facilities, and all other kinds of real and personal property necessary or incidental to the carrying on of any of these objects or things enumerated herein.

F. To generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform.

G. To lend money and negotiate loans either with or without security or on the security of real or personal property; to draw, accept, endorse, buy and sell discount and rediscount bills of exchange, notes, drafts, bonds chosen in action and securities of all kinds, both at principal and their agents; to accept as security for any loans, liens, conditional sales of and pledges of real and personal property. To loan **money** on any stock, bond, debenture, participation, certificate, contract

or other writing, or personal property, or upon the security of real estate, and to collect said loans, together with interest thereon; and further to provide equity, capital and long-term credit for small business concerns through the purchase of convertible debentures.

H. To acquire, manage, work, develop, lease, mortgage, sell, dispose of and otherwise deal with property of all kinds, including compromise and settlement of demands, accounts and claims of all kinds; to organize finance, develop and improve business firms, partnerships and corporations.

I. To appoint agents, subagents and salesmen and to enter into all necessary contracts with agents, subagents, salesmen and dealers.

J. To purchase, or otherwise acquire own, hold, lease, sell, convey, exchange, assign, transfer, mortgage, encumber, pledge or otherwise dispose of, to invest, trade and deal in, both within and without the State of Idaho, personal property of every class and description.

K. To acquire by lease, purchase, gift, devise, contract, concession, or otherwise, and to hold, own, sell, convey, transfer, develop, explore, exploit, improve, operate, lease, enjoy, control, manage, encumber, or otherwise dispose of, wherever situated, within or without the State of Idaho, all real estate, lands, options, concessions, grants, land patent, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests, and properties of every kind, nature and description whatsoever.

L. To enter into , make, perform and carry out contracts or obligations of any type of kind, with any person, firm association, or corporation essential, necessary or proper to the transaction of its ordinary affairs, or for the welfare of the corporation.

M. To act in the District of Columbia, and any state, territory, district or possession of the United States of America, or in any foreign country, whether in its own behalf, or as agent or representative for any individuals, association, corporation, or other entity respecting any individuals, business, the purpose of which is similar to the purposes set forth in the purposes of this corporation.

N. To sue and be sued, appear and complain and defend in any court of law and equity, or before any Board, Commission or Tribunal.

O. To cause to be formed, merge, or re-organize and to promote and aid in any way permitted by law by formation, merger or re-organization of any business, concern, firm, association or corporation, domestic or foreign; to acquire, and to make payment therefor in cash or the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, in the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of, any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so purchased, to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management of said business.

P. To borrow or raise money for any of the purposes of the corporation, without limit as to amount, and in connection therewith to grant collateral or other security either alone or jointly with any other person, firm or corporation, and to make, execute, draw, accept, endorse, discount, pledge, issue, sell, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other evidences of indebtedness, negotiable or non-negotiable, transferable or non-transferable, and to confer upon the

holders of any of its obligations such powers, rights and privileges as from time to time may be deemed advisable by the Board of Directors, to the extent permitted under the General Corporation Law of the State of Idaho; to lend and advance money, extend credit, take notes, open accounts and every kind and nature of evidence of indebtedness and collateral security in connection therewith.

Q. To purchase or otherwise acquire, hold, and sell, pledge, transfer or otherwise dispose of shares of its own capital stock; provided, that the funds or property of the corporation shall not be used for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation; and provided further, that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly, nor may individual dividends or assessments be declared thereon.

P. To conduct business in this state, other states, District of Columbia, territories and colonies of the United States, and in foreign countries and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate out of the State of Idaho.

S. To have, exercise, and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter 1 of Title 30 of the Idaho Code, and any present or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business, and to carry into effect any and all of the aforesaid objects and purposes.

T. All of the foregoing provisions of this Article IV are to be construed both as objects and powers, and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which corporations formed under the laws of Idaho now or hereafter existing, may not at the time lawfully carry on or do. It is the intention that the purposes, objects, and powers specified in each of the paragraphs of this Article IV of the Articles of Incorporation shall, except as otherwise provided, in no way be limited or restricted by reference to or inference from the term of any other cause of this paragraph contained or of any other provision of these Articles of Incorporation, and it is the intention that the purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

#### ARTICLE V.

The amount of the capital stock of this corporation shall be \$5,000.00 divided into 5,000 shares of common stock of the par value of \$1.00 per share.

#### ARTICLE VI.

All stock of the corporation not subscribed for shall remain in the treasury as treasury stock and may be sold and issued by the corporation at such times and for such purposes and upon such terms and conditions and to such persons as the Board of Directors may determine, including the power and authority to issue said stock for consideration other than cash, such as for labor, services performed, or other personal and/or real property.



#### ARTICLE VII.

The capital stock of the corporation shall be non-assessable, and the private property of the shareholders of this corporation shall not be liable for the debts, obligations, or liabilities of this corporation. The stock of this corporation will be common stock of a "small business corporation" as defined by Internal Revenue Code Section 1244.

#### ARTICLE VIII.

The names and post office addresses of the incorporators, and the number of shares subscribed by each are as follows:

Name	Address	No. of Shares	Class of Stock	Amount
James L. Cottrell	2161 Horizon Drive Pocatello Idaho 83201	5,000	Common	\$1.00

#### ARTICLE IX.

The number of directors of said corporation shall be three, as hereafter fixed and determined by the By-Laws of the corporation, with said directors to be elected annually. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter, amend, or repeal the By-Laws of the corporation at any meeting of the Board of Directors. All By-Laws shall be subject to amendment, alteration, and repeal by the stockholders at any annual meeting or at any special meeting called for such purposes. The names and addresses of the persons who are appointed to act as the first directors of this corporation are: James L. Cottrell, 2161 Horizon Drive, Pocatello, Idaho 83201; Nancy Young, 1606 W. Bridge, Blackfoot, Idaho 83221; Robert B. Young, Jr., 1606 W. Bridge, Blackfoot, Idaho, 83201.

#### ARTICLE X.

All, or any, meetings of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho.

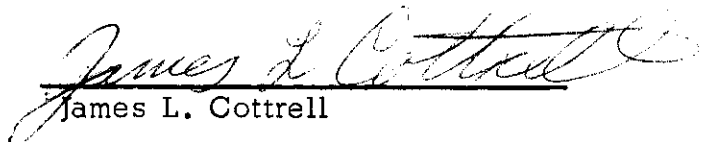
#### ARTICLE XI.

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such directors may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any directors of the corporation who is also a director or officer of such corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE XII.

The corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Idaho, and all rights and powers conferred on directors and stockholders herein are granted subject to this reservation.

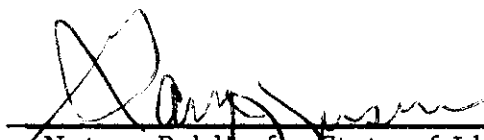
DATED at Idaho Falls, Idaho, this 16 day of May 1980.

  
James L. Cottrell

STATE OF IDAHO    )  
                          ) ss.  
County of Ada    )

ON THIS 16 day of May, 1980, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared James L. Cottrell, known to me to be the person whose name is subscribed to the above and foregoing Articles of Incorporation and acknowledge to me that he executed the same.

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

  
\_\_\_\_\_  
Notary Public for State of Idaho  
Residing at: Idaho Falls Idaho