

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

REDLINE MARINE, 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: December 19, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Jonny Coulson*

Corporation Clerk

RECEIVED  
SEC. OF STATE

ARTICLES OF INCORPORATION  
OF  
REDLINE MARINE, INC.

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KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being all adult citizens of the United States, hereby associate ourselves together for the purpose of forming a corporation pursuant to Chapter 1 of Title 30, Idaho Code, and all acts supplemental thereto and amendatory thereof, and we do hereby adopt and certify the following Articles of Incorporation, to wit:

ARTICLE I. The name of the corporation shall be Redline Marine, Inc.

ARTICLE II. The term of existence of this corporation shall be perpetual.

ARTICLE III. The corporation's purposes are:

1. To engage in a retail and wholesale marine business and to buy, sell, and otherwise deal in manufacture, retail and wholesale marine engines, jet drives, parts and services, and to engage in any and all activities directly and indirectly advisable for the general purpose of the Corporation.

2. To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and conduct, perform, make, borrow, guarantee, contract in respect

of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choices in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind of character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof;

3. To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others;

4. To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations;

5. To get concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof;

6. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of the Corporation, and to do all things specified in Idaho Code Section 30-1-4 on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may be at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with one persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purpose shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE IV. The place where the principal office of this Corporation shall be maintained and its principal place of business is 1113 Main Street, Lewiston, Idaho 83501; the name of the registered agent at the registered office of the Corporation is John J. Bertolucci. The Corporation may maintain offices and transact business in any other state, the United States, or in any other foreign country; but the registered office of this Corporation in the State of Idaho is and shall be 1113 Main St., Lewiston, Idaho.

ARTICLE V. The total authorized capital stock of this Corporation is the sum of One Million Dollars (\$1,000,000), divided into One Million shares of par value of One Dollar (\$1.00) per share. It may be issued by the Corporation from time

to time for such consideration as labor, services, money or property, real or personal, as may be fixed from time to time by the Board of Directors.

ARTICLE VI. The names, post office addresses of the incorporators, each being of full legal age, and the number of shares of stock subscribed by each are as follows:

Mr. William B. McLennan    100 shares

1612 Ridgeview Court

Clarkston, WA 99403

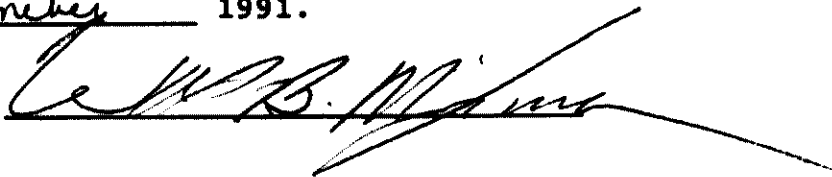
The incorporators shall serve as directors and shall manage and control the affairs of the Corporation until the first meeting of directors for adoption of bylaws and the completion of the organization.

ARTICLE VII. The Corporation shall have one (1) director; except in the event that all the shares of the Corporation are owned beneficially and of record by more than one (1) shareholder then the number of directors may not be less than two (2).


ARTICLE VIII. The officers of this Corporation shall consist of a president and secretary/treasurer; and such other officers as the Board of Directors of the Corporation shall deem necessary, all of whom shall be elected by the Board of Directors and shall hold office during the pleasure of the Board. Each of the officers shall have such powers as may be conferred upon him by the bylaws of the Corporation.

ARTICLE IX. The Corporation reserves the right to amend, alter, change, or repeal any of the provisions contained in this Articles of Incorporation in any manner now or hereinafter prescribed by statute.

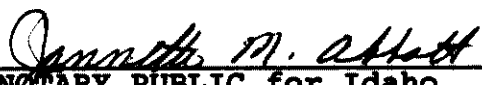
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 17<sup>th</sup> day of December 1991.



STATE OF IDAHO,           )  
                                  : ss  
COUNTY OF NEZ PERCE )

On this 17<sup>th</sup> day of December, 1991, before me, the undersigned Notary Public for the State of Idaho, personally appeared William B. McKenna and , known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year in this certificate first above written.

  
NOTARY PUBLIC for Idaho,  
Residing at Lewiston, therein.  
My commission expires: 4/24/91