



**CERTIFICATE OF INCORPORATION
OF**

PONDEROSA MOTOR 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 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: June 6, 1988



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
PONDEROSA MOTOR SPORTS, INC.

RECEIVED
SEC. OF STATE
'88 JUN 6 AM 10 28

The undersigned incorporators desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation.

ARTICLE ONE: The name of the Corporation is PONDEROSA MOTOR SPORTS, INC.

ARTICLE TWO: The period of duration of the Corporation is perpetual.

ARTICLE THREE: The purposes of the Corporation are: (1) to engage in retail sale and servicing of recreational motorized vehicles, including such activities as financing purchasing of inventory, re-sale of sale contracts, and selling credit life, accident, and health insurance coverage; and (2) to engage in any and all lawful business for which a corporation may be organized under the Idaho Business Corporation Act.

ARTICLE FOUR: The corporation shall issue only one class of stock. The total number of authorized shares that the corporation shall issue is one thousand (1000), which shall have a par value of \$1,000 per share.

ARTICLE FIVE: Shareholder preemptive rights shall not be denied.

ARTICLE SIX: There are no provisions in these articles for regulation of the internal affairs of the corporation.

ARTICLE SEVEN: The name of the registered agent and her address is:

Deborah Loy
1902 Fourth Street
Coeur d'Alene, Idaho 83814

ARTICLE EIGHT: The number of directors constituting the initial board of directors is two (2). The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Deborah Loy
1902 Fourth Street
Coeur d'Alene, Idaho 83814

Mark Loy
1902 Fourth Street
Coeur d'Alene, Idaho 83814

ARTICLE NINE: The names and addresses of the incorporators are:

Deborah Loy	1902 Fourth Street Coeur d'Alene, ID 83814
-------------	---

Mark Loy	1902 Fourth Street Coeur d'Alene, ID 83814
----------	---

Dated this 3 day of June, 1988.



Deborah Loy


Mark Loy

STATE OF IDAHO)
 (ss.
County of Kootenai)

On this 3 day of June, 1988, personally appeared before me, a Notary Public, DEBORAH LOY and MARK LOY, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year last above written.


Notary Public for Idaho
Residing at: Coeur d'Alene
Commission Expires: Life