

**FILED**

Feb 24 11:14 AM '99

**ARTICLES OF INCORPORATION**

**OF**

**CLASS A CLUBS, INC.**

The undersigned, acting as Incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**FIRST:** The name of the corporation is CLASS A CLUBS, INC.

**SECOND:** The period of its duration is perpetual, unless dissolved by action of the stockholders or by operation of law.

**THIRD:** The purpose or purposes for which the corporation is organized are: the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**FOURTH:** The corporation shall have authority to issue ten thousand (10,000) shares of stock, all of one class, \$1.00 par value.

**FIFTH:** Provisions denying preemptive rights are: NONE.

**SIXTH:** Provisions for the regulation of the internal affairs of the corporation are: NONE.

**SEVENTH:** The address of the initial registered office of the corporation is 12585 Lone Star Road, Nampa, Idaho 83651, and the name of its initial registered agent at such address is Jon R. Stein.

IDAHO SECRETARY OF STATE  
02/25/1999 09:00  
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EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is two (2), and the name and address of the persons who are to serve as Directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

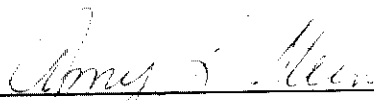
<u>NAME</u>	<u>ADDRESS</u>
Jon R. Stein	12585 Lone Star Road Nampa, Idaho 83651
Amy L. Stein	12585 Lone Star Road Nampa, Idaho 83651

NINTH: The name and address of each Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Jon R. Stein	12585 Lone Star Road Nampa, Idaho 83651
Amy L. Stein	12585 Lone Star Road Nampa, Idaho 83651

Dated this 24th day of February, 1999.

  
\_\_\_\_\_  
JON R. STEIN

  
\_\_\_\_\_  
AMY L. STEIN  
Incorporators