

# State of Idaho

## Department of State

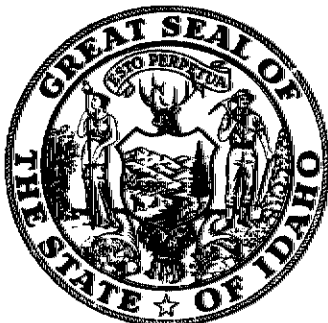
### CERTIFICATE OF INCORPORATION OF

BLACK CANYON OAK OUTLET LIMITED  
File number C 110050

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: April 3, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE  
By *[Signature]*

RECEIVED  
SEC. OF STATE      ARTICLES OF INCORPORATION  
35 APR 3 AM 9 07      OF  
BLACK CANYON OAK OUTLET LIMITED

We, 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 BLACK CANYON OAK OUTLET LIMITED.

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

TAMARAH K. LAMBERT

REGISTERED ADDRESS

109 Kathleen  
Coeur d'Alene, ID 83814

1. ARTICLES OF INCORPORATION OF  
BLACK CANYON OAK OUTLET LIMITED

IDAHO SECRETARY OF STATE  
19950403 0900 76910 2  
CK #: 31298 CUST# 3544  
CORP  
1@ 100.00= 100.00  
BCO.AOI\CORP\

VI.

The names and addresses of the incorporators herein and of the persons who shall serve as initial directors until the first annual meeting of the shareholders are:

INCORPORATORS

ADDRESS

TAMARAH K. LAMBERT

109 Kathleen  
Coeur d'Alene, ID 83814

GARY C. PARKINSON

2713 Government Way  
Coeur d'Alene, ID 83814

BOARD OF DIRECTORS

ADDRESS

TAMARAH K. LAMBERT

109 Kathleen  
Coeur d'Alene, ID 83814

JERRY D. LAMBERT

109 Kathleen  
Coeur d'Alene, ID 83814

GARY C. PARKINSON

2713 Government Way  
Coeur d'Alene, ID 83814

SUSAN G. PARKINSON

2713 Government Way  
Coeur d'Alene, ID 83814

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.

2. If the director votes for or assents to the purchase of the corporation's own shares contrary to the provisions of the Idaho General Business Corporations Act.

3. If the director votes for or assents to any distribution of assets of the corporation to its shareholders during the liquidation of the corporation without the payment and discharge of, or making adequate provisions for, all known debts, obligations, and liabilities of the corporation.

4. For any transaction from which the director derives an improper personal benefit.

DATED this 31 day of MARCH, 1995.

  
TAMARAH K. LAMBERT

  
GARY C. PARKINSON

STATE OF IDAHO )  
 ) ss.  
COUNTY OF KOOTENAI )

On this 31 day of March, 1995, before me,  
the undersigned Notary Public for the State of Idaho, personally  
appeared before me TAMARAH K. LAMBERT to me known to be an  
Incorporator for BLACK CANYON OAK OUTLET LIMITED and who executed  
the within and foregoing instrument on behalf of said corporation,  
and acknowledged to me that such corporation executed the same.

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

Maureen Wallace  
Notary Public for Idaho  
Residing at Coeur d'Alene  
My Commission Expires: 8/18/99

STATE OF IDAHO )  
 ) ss.  
COUNTY OF KOOTENAI )

On this 31 day of March, 1995, before me,  
the undersigned Notary Public for the State of Idaho, personally  
appeared before me GARY C. PARKINSON to me known to be an  
Incorporator for BLACK CANYON OAK OUTLET LIMITED and who executed  
the within and foregoing instrument on behalf of said corporation,  
and acknowledged to me that such corporation executed the same.

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

Maureen Wallace  
Notary Public for Idaho  
Residing at Coeur d'Alene  
My Commission Expires: 8/18/99