

# State of Idaho

## Department of State

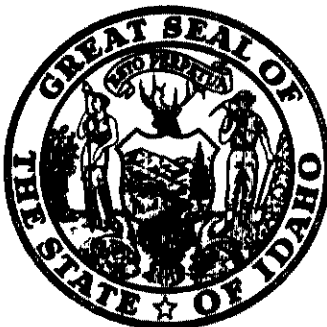
### CERTIFICATE OF INCORPORATION OF

HANSEN SPORTS, INC.  
File number C 106930

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: July 11, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

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ARTICLES OF INCORPORATION  
OF  
HANSEN SPORTS, INC.

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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 HANSEN SPORTS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the Corporation is organized is to carry on retail Honda dealership and repair facility operations together with all related activities and the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 100,000 shares, with a par value of \$ 10.00 per share.

FIFTH: There are no provisions denying pre-emptive rights.

SIXTH: The internal affairs of the Corporation shall be governed by a duly adopted Code of Bylaws which shall be consistent with these Articles of Incorporation and the laws of the State of Idaho.

SEVENTH: The address of the initial registered office of the Corporation is 401 Main St., St. Maries, Idaho 83861, County of Benewah, State of Idaho, and the name of the registered agent at such address is James O. Hansen.



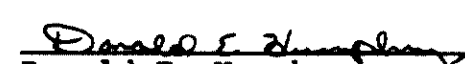

**EIGHTH:** The number of directors constituting the initial Board of Directors of the Corporation are four (4), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify, are:

|                     |                                           |
|---------------------|-------------------------------------------|
| JAMES O. HANSEN     | P. O. Box 40<br>St. Maries, Idaho 83861   |
| KIMBERLEE D. HANSEN | P. O. Box 40<br>St. Maries, Idaho 83861   |
| DONALD E. HUMPHREY  | RT. 1, Box 76<br>St. Maries, Idaho 83861  |
| MEL D. MASTERSON    | RT. 2, Box 175<br>St. Maries, Idaho 83861 |

**NINTH:** The name and address of each incorporator is:

|                     |                                           |
|---------------------|-------------------------------------------|
| JAMES O. HANSEN     | P. O. Box 40<br>St. Maries, Idaho 83861   |
| KIMBERLEE D. HANSEN | P. O. Box 40<br>St. Maries, Idaho 83861   |
| DONALD E. HUMPHREY  | RT. 1, Box 76<br>St. Maries, Idaho 83861  |
| MEL D. MASTERSON    | RT. 2, Box 175<br>St. Maries, Idaho 83861 |

DATED this 7th day of July, 1994.

  
James O. Hansen  
  
Kimberlee D. Hansen  
  
Donald E. Humphrey  
  
Mel D. Masterson

STATE OF IDAHO,       )  
                              : ss  
County of Benewah    )

On this 7<sup>th</sup> day of July, 1994, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared JAMES O. HANSEN, KIMBERLEE D. HANSEN, DONALD E. HUMPHREY and MEL D. MASTERSON, known 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 seal the day and year first above written.

Melinda C. Whipple  
Notary Public - State of Idaho  
Residing at St. Mary's therein  
My commission expires: 9/21/98