



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SPORTS WATCH, 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: **November 25, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Angie I. Fred*

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ARTICLES OF INCORPORATION
OF
SPORTS WATCH, INC.

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

FIRST: The name of the corporation is SPORTS WATCH, INC.

SECOND: The period of its duration is perpetual.

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 aggregate number of shares which the corporation shall have authority to issue is five hundred thousand shares of common stock of the par value of one dollar each.

FIFTH: Provisions denying preemptive rights are: None

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: The personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be limited to the following: (a) Breach of the director's duty of loyalty to the corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) liabilities provided for under Section 30-1-48 of the Idaho Code, (d) any transaction from which the director derived an improper personal benefit.

SEVENTH: The address of the initial registered office of the corporation is 1740 East 17th Street, Suite C, Idaho Falls, Idaho 83401, and the name of its initial registered agent at such address is Willard R. Price.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until successors are elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Willard R. Price	697 East 1600 North Idaho Falls, Idaho 83402

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Willard R. Price	697 East 1600 North Idaho Falls, Idaho 83402

Dated: 11-22-88



Willard R. Price