



CERTIFICATE OF INCORPORATION
OF

NORTH COUNTRY BICYCLE AND SKI SHOP, 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 NORTH COUNTRY BICYCLE AND SKI SHOP, INC.

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 October 16, 19 79.



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

Corporation Clerk

RECEIVED
ARTICLES OF INCORPORATION

'76 SEP 17 AM 9:34

NORTH COUNTRY BICYCLE AND SKI SHOP, INC.

SECRETARY OF
STATE

FILED
10-5-79
3:30 pm

KNOW ALL MEN BY THESE PRESENTS:

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

I

The name of the corporation is, and shall be,

"NORTH COUNTRY BICYCLE AND SKI SHOP, INC.".

II

The corporate existence shall be perpetual.

III

The purposes for which it is formed are as follows:

(a) Primarily to engage in the retail sale, merchandising, advertising, transferring, and generally dealing in all types of sporting equipment and apparel;

(b) To purchase, acquire, own, lease, encumber, repair, and service, sporting equipment and goods of every kind;

(c) To own, lease, manage, and operate stores, shops, buildings, and other types of real property or personal property, for the purpose of furthering the business purposes of the corporation;

(d) To acquire, by purchase or otherwise, all types of businesses dealing with sporting equipment and apparel;

(e) To purchase, or otherwise to acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, to guarantee, and to invest, trade and deal in and with personal property of every kind, class and description;

(f) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on

its purposes, and for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a copartner or natural person could do or exercises, and which now or hereafter may be authorized by law, and in this part of the world;

(g) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in nowise limited or restricted, by reference to, or inference from the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

IV

The aggregate number of shares which the corporation shall have the authority to issue is Fifty Thousand (\$50,000.00) Dollars, divided into Five Hundred (500) shares of the par value of One Hundred (\$100.00) Dollars per share.

V

Each share of capital stock issued shall have printed thereon a restriction on the sale of such shares giving the corporation or its other stockholders the right of first refusal to purchase such shares of stock, provided said right of first refusal is exercised within thirty (30) days of the corporation or its shareholders being notified of a proposed sale.

VI

The address of the initial registered office of the corporation is Rt. 3, Box 26, North Boyer, Sandpoint, Idaho 83864, and the name of its initial registered agent at such address is Craig J. Harris.

VII

The number of directors constituting the initial board of directors of the corporation is four (4), and the names and address of the persons who are to serve as the directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

| | |
|--|--|
| Dale A. Harris P.O. Box 429 Sandpoint, Idaho 83864 | Kathleen S. Harris P.O. Box 429 Sandpoint, Idaho 83864 |
| Craig J. Harris P.O. Box 1184 Sandpoint, Idaho 83864 | Judy R. Harris P.O. Box 1184 Sandpoint, Idaho 83864 |


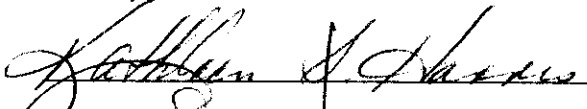
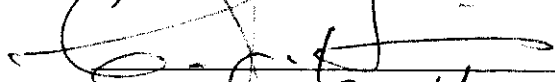
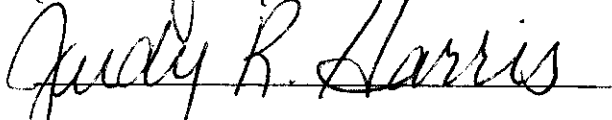
VIII

The names and address of each incorporator is

| | |
|--|--|
| Dale A. Harris P.O. Box 429 Sandpoint, Idaho 83864 | Kathleen S. Harris P.O. Box 429 Sandpoint, Idaho 83864 |
| Craig J. Harris P.O. Box 1184 Sandpoint, Idaho 83864 | Judy R. Harris P.O. Box 1184 Sandpoint, Idaho 83864 |

IN WITNESS WHEREOF, we have hereunto set our hands and seals this

7 day of September, 1979.


| | |
|---|---------------------------------------|
|  | P.O. Box 429, Sandpoint, Idaho 83864 |
|  | P.O. Box 429, Sandpoint, Idaho 83864 |
|  | P.O. Box 1184, Sandpoint, Idaho 83864 |
|  | P.O. Box 1184, Sandpoint, Idaho 83864 |

STATE OF IDAHO)
) ss.
County of Bonner)

On this 7 day of September, 1979, before me, the undersigned notary public, in and for said county and state, personally appeared Dale A. HARRIS and KATHLEEN S. HARRIS, husband and wife, and CRAIG J. HARRIS and JUDY R. HARRIS, husband and wife, personally known to me to be the persons

whose names are subscribed to the within instrument, and duly acknowledged to me that they executed the same.

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



Notary Public - State of Idaho
Residing at Sandpoint

ARTICLES OF INCORPORATION -4-

JON K. HAMMARBERG
Attorney-At-Law
P.O. Box 216
Sandpoint, ID 83864
(208) 263-3139